

Hey gang - figured I'd better post something to try and help push this page past the 20K mark. Consider this a preview of things to come. More details tomorrow afternoon during Tammy Tuckey's interview with Kirk, Gary and yous truly. Like choosing a fine wine to go with a meal, you know how I like to choose inspiring music while writing. The maitre d' suggests 'Ship of Fools' by World Party. It suits this Viking prologue to a Tabby T.

Hey gang - so here it is: the overwritten monster that was ATLANTIS - THE FIRST DRAFT. I already posted the Viking prologue. I'm going to release the rest in chapters over the next ten days or so. Gives you something to look forward to each quarantine day, and me a break from trying to post it all at once This first chapter introduces Milo and a couple of characters that didn't make the cut. And also the first intro of Helga. Lots more to come. Enjoy...

Good Sunday morning, fellow adventurers. Time for another dip into the first draft of 'Atlantis'. I posted the prologue and chapter one, thus we are on to 'Chapter Two: Preston Whitmore'. Just a reminder (and disclaimer for some), this is NOT the 'Atlantis' you all know and love. That is still a long ways off. This is the FIRST draft of many more subsequent drafts. Things will feel different. Milo is a reluctant hero; Preston Whitmore is a different kind of eccentric; and the sequence is long and overwritten. But for a reason. Many of the ideas you will read are embryos for what will become. Try to judge on its own merits and see where ideas flowered and where others died on the vine. As I re-read this sequence, what stood out to me is that in future drafts, Whitmore's enthusiasm was eventually transposed onto Milo, who became far more passionate and proactive. That's why it's called 'development'. Have an awesome day everyone! UPDATE: How to read a screenplay 101. I noticed several people were confused by things like INT. yesterday. This is called a slug line: INT. MILO'S APARTMENT - NIGHT. A slugline denotes a new scene and gives you this information: int/ext - whether you are inside or outside; where the scene is taking place (in this instance, Milo's apt) and whether it is day or night (or morning or evening, etc.) Another 'Tab Tip' at no extra charge. Happy reading! SECOND UPDATE: A shout out to all you lurkers. We know you're there. Why? Because

there's over 20K members on this page and the same 70 people comment!

Morning, fellow adventures! I thought I would enlist the aid of little Tabby to help intro this next chapter - Spock ears, buzz cut, bow tie, missing tooth and all. I suppose just to remind you that I, too, was once a kid who thrilled to movies and books and stories and characters that I cared about, who seemed so real to me. Little Tabby? Do you have anything to say to the fine folks here on the Atlantis page? 'I gotta go poop.' Okaaaay. Well, why don't you run along and do that and I'll just introduce the next chapter. Geez, that kid. Can't take him anywhere... Chapter Three: Milo meets Rourke and the Team. I think you'll enjoy meeting some familiar faces for the first time. I certainly got a kick out of it upon re-reading (hey, I'm reading along with you guys!). Also, a few surprises. A couple of characters that didn't make the cut. And finally, the appearance of the mysterious Zoltan! Enjoy. Only 104 more pages to go...

Good morning adventurers and fellow poster whores! (I'm still waiting for nude photos of a hamster, a picture of some grandma's underwear, someone else's first born child, a year's supply of beard dye and several cases of 'piss water' beer). Here comes something far more boring than giving away cool posters: Chapter Four - Battle with the Leviathan. For all you fellow submarine nerds thirsting for more time with the Ulysses, this post is for you. Now if you'll excuse me, I've got a few posters to sign... PS - I know many of you are in different time zones around the world. In order to give everyone a fair chance, I am going to announce when I'm posting the photos of the posters in which you reply either 'cool' or 'cool as fuck' (by the way, 'cool as fuck' is by far the more requested poster - I'm having another 100 made up even as we speak). This way, you can set your alarm wherever you are, wait for the post and the minute it drops, the first twenty responders will receive posters. I'll be doing this throughout the summer in all probability, so if you don't win right away, DON'T WORRY. Eventually, I'll get to everyone. In the meantime, like Mole would be doing, I'm anxiously waiting for those nude hamster photos...

Good morning, fellow adventurers! Here comes Chapter Five - Into the Earth! Milo, Plato, Rourke, the team, action, adventure, monsters...and a fart joke. Overwritten per usual, but again, this was the 'kitchen sink' draft. Enjoy the journey! Back to signing posters. And yes, I already have writer's cramp...

Morning, fellow adventurers! After another long day on the front lines of Atlantis shitposting, I'm happy to offer up Chapter Six: Atlantis Found! It occurred to me as I re-read these latest pages that I didn't really write this draft of 'Atlantis' as an animated feature - I wrote it more like a live action feature. And, if memory serves, the guys were totally down with that. After my experience on 'Hunchback', I knew what Kirk, Gary, Don and the crew would bring to the table, so I wasn't too focused (in this draft, anyway) on finding 'magical' animated moments. This was a straight forward action/adventure with a more live action feel. Balls to the wall. So bear that in mind as you read. And again - because it bears repeating - this was our first attempt to commit the story/characters etc to a script. Is it overwritten? Yes. Is it rough? Oh, yeah. Are there some good ideas in here? There are. Are there bad ideas in here, or ideas that became much better ideas in the hands of story artists and animators? You better believe it. That's why I loved writing these movies. Because I knew no matter how bad I might screw up, that amazing crew was gonna make me look fucking brilliant. Enjoy!

Morning, fellow- er, make that late morning, fellow adventurers! A day that began with joy for some...and heartbreak for most. But never fear! Many more chances at posters coming your way! For those left with tear- stained cheeks, perhaps you will find some solace in Chapter Seven - the King of Atlantis. Re-reading these pages was eye opening on several levels. First, Princess Kida is called Princess Serena (although she takes a further step toward badassery); the King of Atlantis lacks the gravitas he had in the final film (here, he's played almost for laughs); and we meet more Atlanteans, including some teenage Atlantean 'shredders'. I can only offer one word: 'development'. Enjoy!

Another late post but it's been a busy morning - reaching out to winners, gathering addresses and trying to figure out if I'm a man

or a woman. On to Chapter 8 - Betrayal! I won't reveal too much about this section except that there's a bit of a surprise for some who have wondered about certain relationships amongst the crew. Enjoy!

Good morning, fellow adventurers! For your Sunday reading enjoyment, I give you Chapter Nine: The Living Crystals! Again, not much to say here except there are the seeds of many ideas that became the Atlantis you all love and adore. Keep an eye out for Zoltan in this section. One of my favorite moments of this early draft. Oh, one last thing: CALL YOUR MOTHERS!!!

Good morning, fellow adventurers! Yes, a surprise poster drop last night. I hope some of you Atlanteans living across the pond or down under or in different time zones got a chance at a poster. More to come, so do not despair. Except if you were #21 (oh so close!). Actually, #21? Are you out there? Whoever you are, DM me your address. Fuck it - you get a poster. Okay - moving on! Today I give you Chapter 10 - Shit Hits the Atlantean Fan (or Milo the Hero Emerges)! Not gonna say too much. Except that it was fun re-reading these pages. I hope you have fun too. Have a great Monday everyone!

Morning fellow adventurers! Without further pomp and circumstance, I give you 'The Final Chapter: Rescue and Redemption'! I just want to say, I've really enjoyed these posts, especially being read by such rabid and grateful fans. I am humbled. Not going to say much about these final pages. A few surprises. A few laughs. Lots of action. A bit of romance. And a surprise appearance by my then six year old son. Enjoy! It's been a fun journey to take with y'all! PS - if there is any interest in reading more during these Corona times, I'd be happy to post another script. I have one this group might especially respond to. It remains unproduced but is one of my favorites. Let me know. I don't want to make assumptions or wear out my welcome. Oh, and by the way, someone asked if they are allowed to make fun of Tab - seriously? Do I even have to answer that?? BRING THE HEAT, BITCHES!!

Tab Murphy - April 30 - May 12, 2020

Atlantis

by

Tab Murphy

First Draft

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## 1 OPENING

1

This date -

1014 A.D.

- appears ONSCREEN.

The date fades out and the BLACK SCREEN bursts into flames! We find ourselves in a seacoast village under attack from marauding Vikings! The village has been put to the torch in the pre-dawn raid. The peaceful inhabitants are being rounded up by armored Nordics wielding swords and spears.

## 2 INT. MONASTERY - NIGHT

2

A terrified MONK dressed in a night shirt and cap grabs up the church valuables (gold chalice, silver candlesticks, etc.). The wooden door suddenly crashes open and a brutal giant holding a broad axe stands framed in the doorway, backlit by the burning village. The Viking steps forward into the candlelight, revealing a full beard and longish hair red as the setting sun. The Monk's eyes flash with terror.

RED BEARD

You know why I'm here.

The terrified Monk is frozen to the spot. We HEAR the sound of frightened villagers pleading for their lives.

RED BEARD (cont'd)

Make haste, Father, and I will spare your flock. You have my word.

The Monk drops the church valuables and hurries across to a locked chest. He fumbles a skeleton key into the lock. An ominous shadow falls across his back. Turning, the Monk yells and cowers as the broad axe is brought down hard on the wooden chest, splintering it open! Red Beard retrieves an ancient journal from the rubble. He smiles, running his fingers across a strange symbol embossed on the leather cover -- an inverted V with a dot in the center. He is joined by two of his armored giants.

RED BEARD (cont'd)

We have what we came for. Prepare to take leave.

FIRST VIKING

And the prisoners?

(CONTINUED)

Red Beard looks at the Monk.

RED BEARD  
Take no prisoners, man or beast.

The horrified Monk can't believe it!

MONK  
But you gave your word—!

RED BEARD  
I promised mercy on your 'flock',  
Father.

Red Beard turns to his men, a cruel gleam in his eye—

RED BEARD (cont'd)  
Spare the sheep.

As his men hurry off to carry out the dastardly order, Red Beard steps forward, the shadow of his axe falling across the doomed Monk...

SMASH TO:

### 3 A FIERCE DRAGON'S HEAD

3

Actually a carving on the bowsprit of a Viking warship, a hundred-foot Drakkar, square rigged on a midship mast, that is plying the chilly waters of the North Atlantic in the dead of night.

Red Beard stands at the bow, leading his crew of sea raiders into uncharted waters guided only by a crude map drawn in the ancient journal which he studies by the light of a lantern.

The men stand together, talking amongst themselves, growing uneasy. One amongst them steps forward. Red Beard looks up from the journal.

RED BEARD  
What is it?

The man glances nervously back at his compatriots for encouragement.

RED BEARD (cont'd)  
Speak!

NERVOUS VIKING  
These waters...

(CONTINUED)

3 CONTINUED:

One of the crew members speaks out.

CREW MEMBER  
They're home to the monster!

More discontented grumblings amongst the crew.

NERVOUS VIKING  
(nervous)  
We've all heard the stories. Perhaps  
we'd be wise to turn back before—

Red Beard snaps the journal closed.

RED BEARD  
Did you say turn back?

NERVOUS VIKING  
The men are afraid.

Red Beard looks from the nervous man to the rest of the crew.

RED BEARD  
Very well. Turn about.

A look of relief comes over the man's face. He turns to deliver the good news. Red Beard grabs him from behind, lifts him high over his head and hurls him overboard!! The man struggles desperately to stay afloat. His frantic screams cease as the weight of his armor pulls him beneath the surface...

RED BEARD (cont'd)  
(to his men)  
Would anyone else like to follow??

When no one answers—

RED BEARD (cont'd)  
Cowards!

He holds aloft the journal for all to see.

RED BEARD (cont'd)  
I'd slay a dozen monsters to get at  
the treasure described in this  
journal!

Suddenly, frantic SCREAMS sound yet again, even more terror-filled than before!

(CONTINUED)



CREW MEMBER  
(pointing)

Look!

All turn to discover the man Red Beard threw overboard rising from the waves, held fast in a giant claw!! Higher and higher he rises, struggling and screaming as he goes!

SCARED CREW MEMBER

There!

A second claw rises from the dark fathoms on the starboard side! Yet another appears aft! Followed by another! And another!

The men stare in abject terror as a dark and monstrous shape rises up out of the North Atlantic to loom ominously over the now tiny boat!! The LEVIATHAN delivers an ear-shattering ROAR before descending on the longboat!

The terrified crew scramble around in a panic! Red Beard stands tall on the prow, swinging his broad axe -- man against monster!

The attack is swift and merciless! Within seconds, the ship is being pulled under by the otherworldly creature! Red Beard is tossed overboard where he manages to cling to a wooden keg, still grasping his broad axe! He watches in utter disbelief as a blinding pillar of white hot light bursts through the wooden deck, halving his warship in two!

The carved dragon's head slips beneath the waves. Red Beard is the lone survivor. Holding aloft his axe, he shouts his defiance! Suddenly, something clamps down on his leg! His shout of defiance becomes a scream of terror as the Viking leader is quickly dragged to his watery grave!

WE MOVE across the floating raft of debris to the ancient journal which is borne away on the frigid current...

#### 4 EXT. SMITHSONIAN INSTITUTE - DAY

4

Establish the museum fronted by a busy street filled with carriages, both horse drawn and horseless. This date --

1914

-- appears ONSCREEN.

## 5 INT. SMITHSONIAN - DAY

5

A pompous GUIDE is leading a tour of young SCHOOL CHILDREN through the massive Dinosaur Wing of the museum.

GUIDE

...Only one percent of the museum's total inventory is on display at any one time.

The Guide stops in front of a huge skeleton of a T-rex.

GUIDE (cont'd)

Here we have the King of all Dinosaurs -- the one and only Tyrannosaurus rex.

The kids 'ooh' and 'ahh'. All except for the FAT KID on the end who is eyeing a sign that reads 'No food or drinks please!'

GUIDE (cont'd)

And over here we have...

As the group moves away, the Fat Kid hangs back and slips a candy bar from his pocket. He removes the wrapper and takes a bite, keeping an eye out for the Guide. He glances at the T-rex and does a double take.

## 6 FAT KID'S POV - A RAT

6

is standing stock still on the tip of T-rex's tail, imitating the dinosaur's pose. The Fat Kid looks closer. That wasn't there before... was it? Curiosity gets the better of him. He sneaks past the thick red velvet rope guarding the exhibit and leans in for a closer look. Kid and rat go eye to eye. The rodent doesn't move a muscle. \_ Perplexed, the Fat Kid goes to take a bite of his candy bar. The rat suddenly springs forward, snatching it from his grasp!

FAT KID

AHHHHHHHHHHH!!!!

All heck breaks loose as the rat tries to make his escape! Girls are SCREAMING! Kids are running everywhere! And in the midst of it all the Guide blows on a whistle, trying to restore order!

After a mad dash, the rat is able to slip through a tiny crack in the wall with his prize!

## 7 INT. WALL - DAY

7

We accompany the rat over a well-travelled route deep into the bowels of the museum, passing various points of interest along the way.

## 8 INT. DIRECTOR'S OFFICE - DAY

8

The rat scurries along a plumbing fixture overhead~ pausing to look down upon MR. HARCOURT, Director of the Smithsonian, who is barking into a phone. The SCREAMS of the school children continue in the b.g.

HARCOURT

What in blazes is going on out there??

(beat)

Not again! Get me Jerkovich! This instant!

The rat continues on.

## 9 INT. OFFICES - DAY

9

The rat winds his way through a maze of offices populated by busy ARCHAEOLOGISTS working on various important and exciting projects for the museum. He narrowly avoids getting stepped on before disappearing into a ventilation duct.

## 10 INT. VENTILATION DUCT - DAY

10

Deeper into the depths of the museum we go. The rat pauses above a dank and dingy storage room, the home of his archnemesiis, JERKOVICH THE JANITOR. Somewhere a phone rings, waking the snoozing janitor with a start. Jerkovich rummages through a pile of pails, mops and brooms before finding the receiver.

JERKOVICH

Yeah?

(beat)

I'll get right on it. And by the way... it's YERKOVICH!!

He slams down the phone, tucks a cigar in the corner of his mouth, grabs some rat traps and leaves his 'office'. The rat continues on his way, descending even further...

## 11 INT. BASEMENT - DAY

11

The rat scurries amongst towering stacks of wooden crates containing priceless artifacts from around the world. Here in this dark and shadowy, almost forgotten corner of the museum basement, a solitary light source beckons...

## 12 INT. BOILER ROOM - DAY

12

We follow our rodent friend into a boiler room which has been converted into a working office space. A single light illuminates a desk top covered with ancient maps and charts. MILO THATCH is hunched over one of the charts, working up figures with a compass and protractor. Behind him in the shadows looms the gargantuan beast-like boiler, so old and temperamental it deserves to be on display instead of in service.

The rat appears on Milo's desk, sits on its haunches and begins nibbling away at his prize. Milo leans back, removes his glasses and wipes them with a tissue.

MILO

(smiles)

Hello, Plato. And just what sort of trouble have you managed to get into today?

Plato continues working on the candy bar.

MILO (cont'd)

Uh, do you mind? You're getting crumbs all over Mesopotamia.

A sudden NOISE. Someone's approaching! Plato abandons his catch and dives head first into Milo's shirt! Milo puts on his clean glasses in time to see Jerkovich the Janitor step forward from the shadows, suspicious eyes darting everywhere.

MILO (cont'd)

Hello, Mr. Jerkovich.

JERKOVICH

(smolders)

It's Yerkovich.

Jerkovich walks slowly around the boiler room, poking his nose in every nook and cranny.

MILO

Can I help you?

(CONTINUED)

Milo suddenly twitches and GIGGLES. Jerkovich looks at him, eyes narrowing.

JERKOVICH

A certain rodent has been at it again. This time he attacked a group of innocent children!

MILO

(twitching)

You don't say...

Jerkovich works his way over to Milo's desk.

JERKOVICH

Funny how every time there's trouble his trail seems to lead right back here—

Jerkovich bends down and scrutinizes the piece of gnawed candy. Milo picks it up and pops it in his mouth.

MILO

(chewing)

Well, I've never seen a rat. But I'll keep my eyes open.

Milo jerks and GIGGLES again. Jerkovich eyes him suspiciously. He produces a rat trap baited with cheese.

JERKOVICH

You do that. Meanwhile, I've got a little surprise in store for our furry little friend.

Jerkovich sets the trap and places it gingerly on a low shelf next to Milo's desk.

MILO

That's great, Mr. Jerk- Yerkovich. Now, if you'll excuse me, I've really got a mountain of work to do.

Jerkovich starts to leave. Milo GIGGLES. Jerkovich eyes him closely one last time before leaving for good. Plato immediately pops his head out of Milo's shirt.

MILO (cont'd)

All clear.

Plato hops down onto the desk top.

(CONTINUED)

MILO (cont'd)  
You've got to be more careful, Plato.

Milo tosses his pencil at the trap. It whaps closed, snapping the pencil in half and hurling the cheese into mid air! Milo catches it and hands it to Plato.

MILO (cont'd)  
I may not always be around to protect you.

Milo looks around at his dismal surroundings.

MILO (cont'd)  
(depressed)  
'Course, where else would I be?

He sighs, letting his eyes drift past photographs of, exotic locations from around the world tacked up about his 'office'.

MILO (cont'd)  
(daydreaming)  
I know where I'd like to be.  
Somewhere exotic. Like Egypt.  
Exploring the mysteries of the Great  
Pyramids.

He swivels in his chair to look at another photograph.

MILO (cont'd)  
Or Easter Island. Wouldn't that be something! Unearthing secrets of long lost civilizations!  
(swivels again)  
Or Africa!  
(swivels yet again)  
Or China!

Milo leans back in his chair, dizzy, eyes wide with wonder.

MILO (cont'd)  
What a time we live in, Plato! So many discoveries just waiting to be made! Wild and untamed places to be explored! A world of adventure for the taking-!

He rests his elbows on the desk top, letting his chin slowly sink into his hands.

(CONTINUED)

MILO (cont'd)  
(wistfully)  
And all of it passing me by...

We HEAR a sudden WHOOSH! A letter drops down into the mail tube beside Milo's desk, sent from some mysterious source several floors above. Milo tenses. He removes the letter. It's from the office of Mr. Harcourt, the Museum Director.

MILO (cont'd)  
This is it. The one we've been  
waiting for.

Milo takes a deep breath-

MILO (cont'd)  
Here goes-

Milo rips open the envelope and reads the letter.

MILO (cont'd)  
(growing excited)  
Dear Mr. Thatch, after reviewing your  
proposal I am convinced that an  
expedition to Nepal in search of  
Noah's Ark is the most-  
(stops; looks  
closer)  
-preposterous idea ever to cross my  
desk...

Milo lowers the letter.

MILO (cont'd)  
Terrific. He thinks I'm a crackpot.

Milo tacks the rejection letter up alongside half a dozen others, stares at them.

MILO (cont'd)  
I'm never going to get out of this  
dungeon ...

A sudden NOISE like the guttural growl of some hungry beast! Milo slowly turns.

### 13 MILO'S POV - THE BOILER

13

The ancient hulk rumbles to life, vibrating and belching steam! It ROARS like some industrial monster!

Milo leaps into action! Using a wrench, he begins

(CONTINUED)

13 CONTINUED:

13

adjusting bolts, releasing pressure valves and generally attacking the boiler like a man possessed! After a few moments, the boiler begins to respond. Milo finishes with a swift kick to just the right spot and the boiler settles back into working order. Milo returns to his desk, wiping sweat from his brow.

MILO  
So much for the Industrial  
Revolution...

As if in response, the boiler delivers one last belch.

14 INT. BASEMENT (ANOTHER PART) - DAY

14

A FIGURE creeps through the shadows carrying a small cage. It's Jerkovich. He sets the cage down and slides open one end. Inside, two evil-looking GREEN EYES open.

JERKOVICH  
Come out, my pretty...

An ugly, flea bitten, rodent killing KITTY CAT saunters out of the cage.

JERKOVICH (cont'd)  
That's my girl. You know what to do.

With a flip of her crooked tail, the cat steals off into the shadows. Smiling, Jerkovich sticks his cigar into his mouth and watches her go...

15 INT. BOILER ROOM - LATER

15

Quitting time. Milo pulls on a long coat and tucks a stack of books and charts under his arm. As he grabs his umbrella-

MILO  
See you on Monday, Plato. If I were  
you, I'd lay low for awhile. No  
telling what Jerkovich has up his  
sleeve.

Milo pets his friend on the head before turning out the light and leaving. WE MOVE across to a dark corner near the boiler and a pair of evil green eyes...



**16 INT. SMITHSONIAN - NIGHT****16**

The museum is closing. The work force is leaving en masse. Milo is amongst them. He suddenly notices Harcourt exiting his office. He makes a decision and approaches the museum Director.

MILO  
Mr. Harcourt?

HARCOURT  
Yes?

Harcourt places a bowler on his head, moves toward the front door. Milo keeps pace, juggling his books and charts.

MILO  
Milo Thatch? Linguistics and  
cartography?

Harcourt furrows his brow.

MILO (cont'd)  
I work in the basement?

Harcourt's brow furrows even deeper.

MILO (cont'd)  
(exasperated)  
I keep the boiler running!

HARCOURT  
(stopping)  
Ah, Thatch! Of course! Keep up the  
good work!

Harcourt nods and keeps walking.

**17 INT. BOILER ROOM - NIGHT****17**

Plato is rummaging around on Milo's desk when a dark shape launches out of the darkness! Plato ducks! The cat lands nearby, shredding one of Milo's maps with her razor sharp claws! Plato shrieks in terror and races away! The cat snarls and gives chase!

**18 INT. SMITHSONIAN - NIGHT****18**

Milo has caught up to Harcourt once again.

(CONTINUED)

MILO  
Sir, about my proposal—

HARCOURT  
(stopping)  
Thatch... Wait a minute— you're the  
one! Noah's Ark!

MILO  
Yes! If I could just—

HARCOURT  
Why, of all the hairbrained—

MILO  
Sir, if you would just review my  
research—

At that moment, Milo drops his books and charts. They hit the floor, scattering at the impatient Director's feet. Milo scrambles to pick them up—

MILO (cont'd)  
Using the ancient maps of Hebredees  
and star charts from the time period  
I was able to pinpoint some precise  
coordinates—

Harcourt tries to let him down easy.

HARCOURT  
Face it, son -- not everyone is cut  
out for field work. It takes a  
special breed.

Milo stands, glasses askew, his charts a jumbled mess.  
Harcourt puts an arm around Milo's shoulder.

HARCOURT (cont'd)  
You needn't be discouraged. You have  
a unique and special talent.

MILO  
I do?

HARCOURT  
Yes! We need you here. We depend on  
you. Especially with winter coming  
on. That boiler's going to need a lot  
of attention.

Harcourt smiles and gives Milo a condescending pat on the  
back.

(CONTINUED)

HARCOURT (cont'd)  
Have a nice weekend.

Harcourt walks away. Milo stares after him.

MILO  
(crushed)  
Boiler...?

Milo lets the charts slip from his grasp. Three of Milo's COLLEAGUES slip up beside him, unnoticed. One throws a consoling arm around Milo.

COLLEAGUE #1  
Don't let Hardbottom Harcourt get you down, Thatch. We think your proposal's brilliant!

MILO  
You do?

COLLEAGUE #2  
Sure! In fact, we passed the hat and took up a collection to fund it.

MILO  
(stunned)  
You did?

Colleague #3 reaches into his pocket and brings out a crisp one dollar bill, hands it to Milo.

MILO (cont'd)  
One dollar!?

COLLEAGUE #3  
That's more than enough.

MILO  
(confused)  
It is?

COLLEAGUE #2  
For cab fare, old boy!

COLLEAGUE #1  
To the Bellevue Hospital for the  
Scientifically Inept!

Milo's colleagues burst into laughter!

MILO  
Very funny...

(CONTINUED)

18 CONTINUED: (3)

18

The group continues on, cracking more jokes at Milo's expense. Milo stuffs the bill into his pocket...

19 INT. SMITHSONIAN (ANOTHER PART) - NIGHT

19

Plato races for his life, a half-step ahead of razor sharp claws and teeth! The chase leads us back through the maze of now empty offices! Rat and cat tear through this sensitive work area, making a shambles!

20 INT. HARCOURT'S OFFICE - NIGHT

20

Same story in the Director's office! They barrel across his desk top! The inkwell is overturned! Paperwork goes flying!

21 INT. SMITHSONIAN - NIGHT

21

The great entrance hall is deserted save for Milo who cuts a lonely figure as he picks up his charts and books, grabs his umbrella and heads for the front door, rejected and dejected.

Plato comes tearing around a corner with the cat hot on his tiny heels! He sees Milo and makes a beeline for his friend! Milo is heading out the door! This is it -- now or never!

Plato leaps! The cat leaps!

Plato lands in Milo's coat pocket just as the door closes behind him!

THUD!! The cat smashes against the door and slides to the floor, dazed...

22 EXT. SMITHSONIAN - NIGHT

22

Dark, threatening skies. Thunder rumbles as Milo comes down the steps toward the sidewalk. It suddenly begins to rain.

MILO

Cripes! What else could go wrong??

Milo pauses to put up his umbrella. A sudden gust of wind turns it inside out and blows away several of his charts!

MILO (cont'd)

No!

(CONTINUED)

Milo scrambles after the maps! Rain continues to fall. The last one is resting near the curb. He goes to pick it up. A BLACK HIGH HEEL suddenly steps down beside it. Milo stops. His eyes travel up a beautiful bare leg protruding from the back of a Rolls Royce. An equally beautiful face framed by platinum blonde hair appears, half hidden behind a large veiled hat.

BEAUTIFUL BLONDE

Milo Thatch?

Milo goes to speak but his mouth doesn't work. He simply nods instead.

BEAUTIFUL BLONDE (cont'd)

(seductively)

Come... get in.

The woman moves back into the shadows, allowing room for Milo to join her. When he hesitates—

BEAUTIFUL BLONDE (cont'd)

Before you drown.

It's true. Milo is dripping wet. He looks around to see if a joke is being played on him. The street is deserted. He climbs into the car. The Rolls pulls away from the curb.

## 23 INT. ROLLS ROYCE - NIGHT

23

Milo sits in the plush Rolls, clutching his books and charts. The woman reaches over and removes his wet glasses, wipes them dry on a corner of her skirt. She puts them back on Milo's face.

MILO

How do you know my—

The woman places her forefinger over his lips.

BEAUTIFUL BLONDE

All of your questions will be answered soon enough.

The woman removes her finger, crosses her legs and settles in for a quiet ride. Milo faces front. The shadow of the DRIVER is all he can make out. What in the world is going on here??

**24 EXT. COUNTRYSIDE - NIGHT 24**

The Rolls drives away from the city lights and into the surrounding countryside. Lightning flashes and thunder BOOMS!

**25 EXT. COUNTRY ROAD - NIGHT 25**

The Rolls brakes and turns into a gated driveway. LIGHTNING illuminates a name spelled out in the wrought iron workings of the gate -- Whitmore.

**26 INT. ROLLS - NIGHT 26**

Milo's jaw drops when he reads the name.

MILO  
Whitmore?  
(turning to the  
woman)  
Preston B. Whitmore??

The woman doesn't respond. She continues sitting passively, staring ahead...

**27 EXT. WHITMORE ESTATE - NIGHT 27**

The Rolls motors up a sweeping driveway toward the Whitmore Estate.

**28 INT. ROLLS - NIGHT 28**

Another flash of lightning reveals a mansion that God himself might envy.

MILO  
Wow...

Plato pokes his tiny wet nose out of Milo's pocket and stares at the approaching architectural monolith -- rat heaven!

**29 EXT. WHITMORE ESTATE - NIGHT 29**

From on high we are looking down at the Rolls which appears TINY IN FRAME as it rolls to a stop in the driveway. The Driver helps Milo out who is led toward the front door by the woman.

## 30 INT. LIBRARY - NIGHT

30

An expansive, shadow-filled library. A fire crackles in a cavernous fireplace. Hundreds of books fill every bit of wall space. A door opens and the blonde leads Milo inside. He starts to ask a question but the woman exits, closing the door behind her. Milo stands in his wet clothes, still clutching his books and charts. He looks around the room, uncomfortable and out of place. The place reeks of old money. He steps gingerly toward the center piece of the room -- a giant aquarium. He leans down and peers in at all the colorful and exotic fish. One in particular stares back, eye to eye. Milo taps on the glass. The fish spreads a colorful brace of 'feathers'. A VOICE from the shadows--

WHITMORE (OS)

Don't let her beauty fool you.

Milo jumps, peers into the shadows. A FIGURE comes forward.

WHITMORE

She's deadly.

PRESTON B. WHITMORE rolls forward into the light. The eccentric old billionaire is seated in a custom built wheelchair, accessorised by all sorts of newfangled gadgets including one that prepares and lights his inexhaustible supply of cigars.

WHITMORE (cont'd)

A tiny drop of her poison can kill a dozen men.

Milo looks at the colorful fish taking several steps back. Whitmore chuckles.

WHITMORE (cont'd)

I like a man who has a healthy respect for nature. Now then! On to business!

Whitmore wheels across to his desk and grabs a folder resting on top. He opens it--

MILO

M-Mr. Whitmore, sir--

WHITMORE

(interrupts; reads)

Milo James Thatch; born Muncie, Indiana; attended Northwestern University; undergraduate degree in linguistics; top of his class--

(CONTINUED)

Milo slowly comes forward as Whitmore reads.

WHITMORE (cont'd)  
(impressed)  
—graduate work at Cornell; Masters  
Degree in ancient languages and  
cartography; again, top of his class;  
hired by the Smithsonian Institute in  
June 1910 where he has toiled away in  
a rather unremarkable fashion ever  
since...

Whitmore closes the folder and looks up at Milo.

WHITMORE (cont'd)  
Did I miss anything?

MILO  
(nervous)  
C-can I ask what this is regarding?

Whitmore presses a button on his wheelchair. A fresh cigar appears, the end is snipped, lit and tucked into Whitmore's mouth! Whitmore takes the cigar, rolls it between thumb and forefinger, admiring it.

WHITMORE  
Tell me something, my scholarly young  
friend. What do you know about the  
'Shepherd's Journal'?

A question out of left field. Milo pushes his glasses up on the bridge of his nose.

MILO  
Only what the legends say.

A flash of lightning sends eerie shadows flitting across the room. Thunder BOOMS!

WHITMORE  
Go on.

MILO  
Well, the story goes that ten  
thousand years ago a shepherd named  
Aziz disappeared one day while  
tending his flock. He reappeared two  
years later, telling fantastic  
stories of an underground world  
filled with monsters, lost  
civilizations and fabulous treasures.

(CONTINUED)



30 CONTINUED: (2)

30

Whitmore's eyes blaze as the story is recounted.

WHITMORE

Continue...

MILO

Aziz was pronounced insane and locked away in a dungeon. He spent the rest of his life writing about his exploits in a journal which supposedly contained crude maps of the underworld. Over the centuries, the Journal became a much sought after prize by treasure hunters. Many have tried to decipher the maps--

FLASH CUT:

31 EXT. NORTH ATLANTIC - NIGHT

31

Red Beard, Journal in hand, cowering in his longboat before the Leviathan!

WHITMORE (OS)

And all have failed...

FLASH CUT:

Red Beard being dragged screaming beneath the surface of the sea. The blade of his broad axe is the last thing to disappear...

AND BACK TO:

32 INT. LIBRARY - NIGHT

32

MILO

Most contemporary historians believe the book to be pure fantasy, the ravings of a lunatic.

(adds)

If it even existed at all.

Whitmore grins like a Cheshire cat.

WHITMORE

(gleam in his eye)

Oh, it existed all right.

(CONTINUED)

With that, Whitmore presses a button on the underside of his desk. One wall of the library slides back to reveal a hidden inner sanctum.

WHITMORE (cont'd)

Come with me—

Whitmore guides his motorized wheelchair through the secret passage. Milo looks around for some place to set his charts and books. Finding none, he drops them on the floor and follows Whitmore into an ever-deepening mystery...

### 33 INT. INNER SANCTUM - NIGHT

Milo enters a strange room housing the billionaire's personal collection of artifacts. Here in this private inner sanctum of rounded corners, odd angles and dramatic lighting are some of the world's most sought after treasures. Whitmore waits in the center of the room while Milo approaches a display case and peers in at a jewel-handled sword. His jaw drops.

MILO

Excalibur...?

(astounded)

You have King Arthur's sword!?

WHITMORE

(smiles)

Even an aging philanthropist needs a hobby now and then.

Milo stumbles in awe around the room! He peers in another glass case—

MILO

The Declaration of Independence??

WHITMORE

(proudly)

Those boobs in Washington have a copy. I have the original!

MILO

(continuing)

—the Dead Sea Scrolls—! Shakespeare's pen! The Magna Carta! The Holy Grail—!!

Milo turns to Whitmore, flabbergasted!

(CONTINUED)

MILO (cont'd)  
This- this is incredible! These  
artifacts are priceless!

WHITMORE  
On the contrary! Everything has a  
price!

With that, Whitmore presses another button. Milo watches a light fade in overhead, illuminating a secret display case that suddenly rises up from the floor beside Whitmore's wheelchair! Milo slowly comes forward. Resting in the display case is Whitmore's prize possession -- the ancient 'Shepherd's Journal'!

MILO  
(gasps)  
No...

Whitmore simply smiles and replies-

WHITMORE  
Go ahead. Have a peek. It's  
remarkably well preserved.

Milo reaches into the display case and carefully picks up the ancient leatherbound journal. He runs his fingers gently over the strange symbol on the cover -- the inverted V with a dot in the center that we now read as an 'A'.

MILO  
(whispers)  
Aziz...

He looks at Whitmore, awestruck.

MILO (cont'd)  
Where did you get this?

Whitmore reaches out and takes the journal from Milo.

WHITMORE  
How I acquired the Journal is of no  
concern to you. What should be,  
however, is why I brought you here  
tonight.

Whitmore returns to the outer library.

Milo follows Whitmore into the library.

(CONTINUED)

MILO  
(timidly)  
Why did you bring me here, Mr.  
Whitmore?

Whitmore makes a sudden dramatic U-turn in his wheelchair.

WHITMORE  
(booms)  
Because, young man, I am about to  
launch the greatest expedition ever  
mounted by modern man!  
(sly grin)  
And you're going to be part of it.

MILO  
I am??

WHITMORE  
(rolling forward)  
For twenty long years I have been  
planning, building machinery,  
inventing equipment and gathering  
together my team of explorers!

Whitmore presses a button on his wheelchair and a pile of  
dossiers are brought forth and plopped in his lap!

WHITMORE (cont'd)  
Each of these men and women are  
experts in their respective fields --  
excavation, demolitions, engineers,  
mechanics -- all handpicked by me--

Whitmore tosses each of the dossiers onto his desk where we  
see brief flashes of photographs of the explorers.

WHITMORE (cont'd)  
--right down to the cook!

Whitmore slams the rest of the pile down on the desk top!

WHITMORE (cont'd)  
Every preparation has been made! No  
expense spared!  
(rolling forward)  
Do you know where you're standing  
right now, right now??

MILO  
(looking around)  
In your library?

(CONTINUED)

WHITMORE

WRONG!

(stopping)

You are standing on the brink of the greatest adventure of your life! God, how I envy you!

Whitmore jams the cigar in his mouth, beaming.

MILO

Pardon my confusion, sir, but... what exactly are you planning to explore?

Whitmore holds up the Journal and speaks in a low, conspiratorial tone.

WHITMORE

This, my boy, this!

(coming forward)

Aziz wasn't insane! No more than I am!

Milo gives him a look.

WHITMORE (cont'd)

He found something under the earth, something wonderful, something magical—

MILO

He did?

WHITMORE

Yes! I believe our friend the shepherd stumbled upon none other than the fabled lost continent itself!

MILO

(stunned)

You mean... Atlantis??

Whitmore nods, grinning from ear to ear.

MILO (cont'd)

(slowly dawns)

Let me get this straight -- you're sending an expedition into the earth to search for Atlantis??

Whitmore claps his hands together!

(CONTINUED)

WHITMORE

(cackles)

Brilliant, isn't it? There's only one problem!

MILO

(squeaks)

Only one?

WHITMORE

The Journal is written in an ancient and long forgotten dialect! I've searched the world over for an authority on the language, someone to act as translator, someone who can read a map!

(beat)

Little did I realize that that 'someone' was right under my nose...

Whitmore grins at Milo, a gleam in his eye. Milo gulps, backs away, suddenly looks at his watch.

MILO

Wow! Look at the time! I-I really must be going-

Milo rapidly scoops up his books and charts!

WHITMORE

Nonsense! I'm counting on you!

MILO

With all due respect, Mr. Whitmore -- you're looney.

Milo makes a beeline for the door! Just as he reaches it, it swings open and the beautiful blonde enters wheeling a contraption meant to measure Whitmore's blood pressure. Milo is forced back into the library.

WHITMORE

(rolls up)

You've met Helga, my nurse.

Milo nods. Helga goes about preparing to take Whitmore's blood pressure.

WHITMORE (cont'd)

It appears we've underestimated our young friend here, Helga.

(MORE)

(CONTINUED)

WHITMORE (cont'd)

I thought I sensed in him a kindred spirit; a thirst for adventure; a desire to explore the Great Unknown. I was wrong...

Whitmore feigns great disappointment. It works. Milo feels bad.

MILO

I do thirst for adventure, Mr. Whitmore. But this— this is madness!

Whitmore practically leaps out of his chair!

WHITMORE

Precisely what they said about Columbus! And Lewis and Clark! And those two brothers from South Carolina who thought they could fly!!

Whitmore's blood pressure takes a dramatic leap!

MILO

But you don't understand. I-I'm terribly claustrophobic—

WHITMORE

(booms)

Quit whining, Thatch! I'm offering you the chance of a lifetime!

Whitmore\_throws his free arm around Milo, paints him a visual picture.

All the while his blood pressure climbs higher and higher!

WHITMORE (cont'd)

Think of it! Atlantis -- the most important discovery of the twentieth century! Of any century! And that's only the beginning!

Whitmore's blood pressure approaches the red zone!!

WHITMORE (cont'd)

Imagine taking part in a quest -- a quest to solve the greatest mystery of all: how and why the most advanced civilization of its time disappeared without a trace! God willing, perhaps we'll learn something to help our own civilization which even now is poised on the brink of World War!!

(CONTINUED)

The needle has red lined! Smoke starts pouring from the contraption!

WHITMORE (cont'd)  
Don't you see?? I need you! The world  
needs you!

Milo is beginning to falter. Helga removes the wrap from Whitmore's arm.

HELGA  
Two-seventy-five over one-fifty --  
normal.

WHITMORE  
Ha!

Whitmore triumphantly jams his cigar in his mouth!

WHITMORE (cont'd)  
Where's my treat?

Helga produces a piece of candy and gives it to her boss who rolls away and begins to unwrap it.

WHITMORE (cont'd)  
(over his shoulder)  
One last thing. Someone will have to  
present our findings to the  
scientific community. Maybe it's just  
me, but a lecture tour speaking  
before the world's most-distinguished  
scientists sounds far more exciting  
than, say, operating a boiler?

Milo's resolve is beginning to collapse. He turns and stares at the ancient journal. What if Whitmore is right? What if the map in the Shepherd's Journal does lead them to Atlantis? Think of the respect he would command from his colleagues -- from the entire scientific community!!

MILO  
(not quite believing  
what he's saying)  
If I were to agree--  
(quickly)  
--and I'm not saying I do!  
(gulps)  
--when exactly were you, uh, planning  
on leaving?

Whitmore spins in his wheelchair, eyes blazing and hisses a single word--

(CONTINUED)



34 CONTINUED: (6)

34

WHITMORE

Tonight!

A CRACK of thunder and we—

SMASH TO:

35 EXT. NORTH ATLANTIC - NIGHT

35

A freighter plows through angry seas, steaming toward an unknown destination in the North Atlantic!

36 EXT. DECK - NIGHT

36

A SAILOR races along the deck to where Whitmore is waiting in his wheelchair.

SAILOR

(agitated)

Mr. Whitmore, sir! The watch  
Commander reports strange noises  
coming from the starboard deck!

We suddenly HEAR a strangled gurgling, choking, hacking sound coming from nearby! Whitmore puffs on his cigar, smiles.

WHITMORE

Not to worry! Just giving young  
Thatch here a tour of the ship!

Whitmore reaches toward Milo who is doubled over the railing, throwing up his guts! Whitmore pulls him up by the seat of the pants. Milo is miserably seasick.

WHITMORE (cont'd)

Seen enough? Good! It's time to meet  
the rest of the team!

Whitmore hands Milo a handkerchief. Milo wipes his mouth and stumbles after Whitmore's wheelchair, pale and queasy.

37 INT. BRIEFING ROOM - DAY

37

A SAILOR standing guard straightens to attention as Whitmore wheels past into a briefing room with Milo in tow. Gathered together, awaiting instructions, are Whitmore's international team of explorers -- an eclectic group of men and women from around the globe and, quite frankly, some of the oddest characters you will ever meet.

(CONTINUED)

All of the team members are wearing identical commando garb, each sporting a familiar shoulder patch -- an inverted V with the dot in the center. The symbol on the cover of the Shepherd's Journal has now become the unifying symbol of Whitmore's expedition. The MURMUR of conversation comes to an abrupt halt at the appearance of Whitmore and Milo (who is still dressed in civies).

WHITMORE

Attention everyone! I'd like to introduce the newest member of our expedition, on whose shoulders rest the job of leading you to your final destination -- Milo Thatch!

Dead silence. Milo smiles weakly and gives a small wave.

MILO

Hello.

An older woman with a cigarette dangling from her lower lip steps forward, extends a hand--

MRS. PACKARD

(raspy voice)

Mrs. Packard, communications.

MILO

Nice to--

Mrs. Packard blows smoke in Milo's face, walks away.

MILO (cont'd)

(coughs)

--meet you.

WHITMORE

(quietly aside)

Alexander Graham Bell's personal assistant! Like I said, only the best!

A handsome, dark-haired man lugging a Victrola in his backpack steps up and vigorously pumps Milo's hand.

VINNY

Vincenzo Fellini Pelegrini at your service!

(leans in)

You can call me Vinny.

Vinny pulls his hand away leaving Milo holding a lit stick of dynamite!! Milo's eyes bug out!

(CONTINUED)

Everyone in the room hits the deck! Vinny grabs the stick of dynamite, extinguishes the fuse between thumb and forefinger.

VINNY (cont'd)  
(laughing)  
Ha! Shoulda seen your face!! Gets 'em every time!

Whitmore pulls Milo down to ear level--

WHITMORE  
(proudly)  
Demolitions expert! Busted him out of a Turkish prison in Istanbul!

Vinny turns and pulls a cute gum chewing young woman forward whose face is covered with grease stains.

VINNY  
And this is my girl!

Audrey beans Vinny with a crescent wrench!

AUDREY  
I ain't your girl, greaseball!

VINNY  
(rubbing his  
noggin')  
Aggressive love -- it's a beautiful thing.

Audrey raises the wrench again but Vinny retreats. She turns to Milo.

AUDREY  
Name's Audrey; grease monkey; pleased to meetcha.

She salutes with the wrench, returns to the others.

WHITMORE  
Her father built most of the equipment you'll be using! Next we have Moliere, our tunnel expert--

A short and stocky Frenchman steps forward. He looks like a mole with his squinty eyes and thick-lensed glasses.

MOLIERE  
Hands, please.

(CONTINUED)

Somewhat confused, Milo extends his hands. The Mole looks them over, paying particular attention to his nails.

MOLIERE (cont'd)  
A-ha! Sediment under the nails—

Molier takes a scraping, rubs it between thumb and forefinger, sniffs it.

MOLIERE (cont'd)  
Mmmm... ordinary topsoil with trace elements of sulphur and carbon. A rare combination unique to a small Northeastern region of the United States. My guess is you reside in Arlington, Virginia—  
(sniffs again)  
—somewhere in the fifteen-hundred block of Jefferson Street.

MILO  
That's amazing!!

WHITMORE  
Man's got a nose for dirt! Say hello to Dr. Sweet—

A huge, intimidating African-American steps forward and shakes Milo's hand.

SWEET  
Welcome. I will be seeing to all your medical needs. Any history of disorders I should be aware of?

MILO  
Only claustrophobia.

SWEET  
You're in luck. I have a cure for that.

MILO  
You do??

SWEET  
Yes. Stay out of small spaces!

Sweet booms out good-natured laughter! The others join in! A strange looking Persian wearing a turban has been staring hard at Milo all along, making him uncomfortable.

(CONTINUED)

MILO  
(quietly to  
Whitmore)  
Why is that man staring at me?

WHITMORE  
Ah-! You are under the all knowing  
gaze of the Great Zoltan!

The Great Zoltan steps forward, eyes boring into Milo. It gives him the heebie-jeebies.

WHITMORE (cont'd)  
Among other things, I happen to be an aficionado of the occult. Zoltan, here, has been channeling a 35,000-year-old Atlantean warrior named Ramtha. His insight will prove invaluable to the expedition.

MILO  
P-leased to meet you-

Milo reaches out a hand to the Great Zoltan who immediately shrinks away.

ZOLTAN  
Do not touch me! My energy force is a hundred times that of your own. I would not be responsible for the consequences.

Milo jerks his hand back just as a young man near his own age steps forward.

WILLY  
The only thing your 'energy force' does is drain my grandfather's pocket book.  
(mocks)  
The 'Great Zoltan'—

The young man playfully pokes a finger at Zoltan who shrinks back in horror.

WILLY (cont'd)  
Faker!

ZOLTAN  
Freeloader!

WHITMORE  
Enough!

(CONTINUED)

Whitmore is less than thrilled about the next team member.

WHITMORE (cont'd)  
And this is my grandson, Willy--

WILLY  
(pithy)  
It's William!

WHITMORE  
Unfortunately, William's only  
expertise to this point has been his  
ability to live off my money!

Willy smiles, throws an arm around Milo.

WILLY  
Dear old granddad. He thinks this  
ridiculous venture will make a man of  
me. Little does he realize I'm simply  
biding my time, awaiting my  
inheritance. I'm the last of the  
Whitmores, you see.

WHITMORE  
Wills can be rewritten, you little  
twerp!

WILLY  
Which is the only reason I've agreed  
to go along on this-- this-- farce!  
Blackmailed by my own flesh and  
blood!

Willy strides off somewhere to pout. Milo looks at Whitmore.

WHITMORE  
(shrugs)  
What can I say? He's family.

Someone in the back clears his throat.

WHITMORE (cont'd)  
And last but by no means least, the  
leader of our little venture, Mr.  
Rourke!

The crowd parts somewhat fearfully and ROURKE comes forward.  
Tall, square-jawed and charismatic, he too has an affinity  
for cigars.

(CONTINUED)

WHITMORE (cont'd)  
(whispers)  
His résumé reads like a dime store  
adventure novel!

Rourke's shadow falls across Milo.

ROURKE  
Welcome aboard!

Rourke shakes Milo's hand, practically crushing it!

MILO  
(wincing)  
Thank you.

Rourke sizes Milo up, removes his cigar, spits.

ROURKE  
We've been on this tin can long  
enough, Whitmore! When are you gonna  
come clean with our destination?

WHITMORE  
As you wish!

Whitmore rolls across to a large map of the Atlantic Ocean  
hanging from one wall. He picks up a pointer as the others  
crowd forward.

WHITMORE (cont'd)  
According to legend, the entrance to  
the underworld is guarded by a  
horrible leviathan! Located above  
ground in the shepherd's time, it has  
long since vanished beneath the sea!  
It is here-

Whitmore uses the pointer to indicate a general area on the  
map.

WHITMORE (cont'd)  
-in this region of the North Atlantic  
that countless ships have  
mysteriously gone missing over the  
centuries -- victims, I believe, of  
the leviathan!

A MURMUR ripples through the explorers.

(CONTINUED)

37 CONTINUED: (7)

37

WHITMORE (cont'd)  
A frigate disappeared in the area  
just last week, the last known  
coordinates of which we are steaming  
towards at this very moment! Any  
questions?

Whitmore jams his cigar back in his mouth, eyes blazing!

38 EXT. NORTH ATLANTIC - NIGHT

38

Whitmore's freighter continues to plow through heavy seas!

39 INT. BRIEFING ROOM - NIGHT

39

Whitmore removes the 'Shepherd's Journal' from a leather  
satchel and hands it over to Milo who is standing before the  
others. Milo nervously opens the journal, clears his throat  
and begins translating.

MILO  
(with difficulty)  
This first part appears to be a  
warning: 'Beware the four  
challenges... earth... wind... fire  
and water'.  
(ponders)  
Four challenges...

WHITMORE  
(impatient)  
Read on!

MILO  
(halting)  
'Guard these pages well. Herein lies  
a map, the heart of thy journey; and  
mine words, thy life's blood. Heed  
them. For there is but one way to  
reach the Land of Eternal Light...  
and a thousand ways—

Milo stops abruptly, grows pale.

MILO (cont'd)  
—to perish...'

Milo slowly looks up from the journal. The team members look  
amongst themselves, uneasy. The moment is broken by the  
abrupt sound of the SHIP'S WHISTLE!!

(CONTINUED)



WHITMORE

We're there!

Everyone leaps into action! Whitmore grabs the Shepherd's Journal and returns it to the satchel!

WHITMORE (cont'd)

Thatch! Come with me!

Milo follows Whitmore out of the briefing room!

**40 EXT. FREIGHTER - NIGHT**

**40**

A ten-ton anchor drops with a SPLASH into the ocean!

**41 INT. FREIGHTER - NIGHT**

**41**

Milo follows Whitmore down a passageway toward a brightening light and the sound of machinery and increased activity.

The pair emerge on a catwalk high above an enormous cargo hold deep in the bowels of the freighter. Below them, all activity is centered around an ironclad whale-shaped SUBMARINE that will carry the explorers to the ocean floor in search of the entrance to the underworld!

MILO

Wow...

WHITMORE

(proudly)

Isn't she beautiful? Designed her myself! Titanium hull, twin thirty-foot iron-clad propellers, observation deck -- highly experimental but completely safe!

Somehow Milo is not convinced. The sub is actually floating on the ocean via a giant hole cut into the bottom of the ship. She's being worked on right up to the last minute. Riveters and welders crawl across her hull. A team of divers inspect the twin propellers. Cargo is being loaded. Milo's eyes focus on the symbol painted on the side of the sub -- the giant A from the cover of the journal. He can't help but be swept up in the excitement and anticipation! Whitmore looks down on all the activity, his chest swelling with pride.

WHITMORE (cont'd)

Twenty long years I've waited for this!

(CONTINUED)

41 CONTINUED:

41

He jams his cigar in his mouth--

WHITMORE (cont'd)  
Let's go have a look!

Milo follows Whitmore along the catwalk, staring down in awe at all the 'dock-side' activity.

42 INT. CARGO HOLD - NIGHT

42

Whitmore is leading Milo across the deck of the cargo hold toward the sub when they are suddenly accosted by a whiskered old man wearing cowboy boots, a sourdough hat and a pair of six guns!!

COOKIE  
Who's the egg suckin' chicken  
stealin' varmint in charge of dry  
goods around here??

WHITMORE  
Is there a problem, Cookie?

COOKIE  
Yer darn tootin' there's a problem! I  
ordered three hundred pounds of chili  
beans!

Cookie shoves a requisition slip under Whitmore's nose.

COOKIE (cont'd)  
I got beans all right -- three  
hundred pounds of lima beans! Real  
men don't eat lima beans!! And what  
about my lard!? Cain't make biscuits  
without lard!

WHITMORE  
I'll have someone look into it.

A sudden commotion near the sub! TWO SAILORS are trying to lead a stubborn PACK MULE across a ramp into the sub's cargo hold! The mule suddenly goes berserk, bellowing and kicking up her heels! Both men are knocked sideways off the ramp into the water! Cookie busts a gut!

COOKIE  
(to Milo)  
Now there's a lesson fer ya, sonny  
boy -- always approach a mule the way  
a porcupine makes love: slow and  
keerful!

(MORE)

(CONTINUED)

COOKIE (cont'd)  
(shouts to the mule)  
Hang on, Gertie! I'm a comin'!

Cookie hightails it over to the mule!

WHITMORE  
That's one tough old piece of  
rawhide! Cooked for Custer's outfit  
during the Little Bighorn campaign!  
Consider him your good luck charm!

MILO  
(confused)  
But Mr. Whitmore, Custer was  
massacred.

WHITMORE  
Not on an empty stomach, he wasn't!

Whitmore jams his cigar home and rolls away. Milo follows.

#### 43 EXT. SUBMARINE - NIGHT

43

Whitmore and Milo reach the submarine just as a team of  
divers are hoisted from the water. They are helped out of  
their cumbersome diving suits and bell-shaped helmets. The  
lead diver's helmet is removed, revealing a familiar cascade  
of platinum blonde hair -- Helga! Whitmore notices the  
surprised look on Milo's face.

WHITMORE  
As you can see, Helga does more than  
monitor my blood pressure. She will  
accompany you on the expedition and  
see to your every need.

Helga approaches in a skin-tight wet suit that leaves little  
to the imagination.

HELGA  
All systems are operational. Ready  
for immediate departure.

WHITMORE  
Splendid!  
(looks at Milo)  
Well? Don't just stand there, Thatch!  
You heard the woman! Go get changed!

Helga and Whitmore watch as Milo hurries away toward  
numerous stacks of empty crates piled at the far end of the  
dock.

(CONTINUED)

WHITMORE (cont'd)

I'm counting on you, my dear. Don't let him out of your sight! He may be the weakest link in our chain but without Milo Thatch there is no expedition!

HELGA

Don't worry. I'm on him like a wet blanket.

Helga folds her arms and delivers a sultry smile. Whitmore notices Rourke and the Great Zoltan waiting together on the sub.

WHITMORE

I'll be right back.

Whitmore crosses a ramp and joins Rourke and the psychic. Helga watches the three disappear inside the sub...

#### 44 INT. DOCK - NIGHT

44

Milo is changing into his team uniform behind the stacks of empty crates. He suddenly notices something moving beneath his discarded shirt. He lifts one end-

MILO

Plato! What are you doing here??

Milo picks up his pet rat, happy to see a familiar 'face'. They nuzzle one another.

MILO (cont'd)

Stowaway, is that it?

Milo looks around, spots several fierce-looking ship RATS crouched nearby, giving Plato the evil eye.

MILO (cont'd)

Well you can't stay here. Looks like we're in this together. Besides, every expedition needs a mascot. Even one as crazy as this...

Milo slips Plato into the breast pocket of his uniform. Something catches his eye. Milo peeks through a space in the stack of crates.

## 45 MILO'S POV - THE SUBMARINE

45

A huge glass observation deck built into the nose of the sub. Three figures are seen standing together, looking out at the operations. It's Whitmore, Rourke and Zoltan. They are involved in a heated discussion. Zoltan is pacing and angrily waving his arms about! Rourke shouts, jabbing his finger in the psychic's face! Whitmore rolls between the two, separating them! He has words with both, then hands Rourke the satchel containing the Shepherd's Journal.

HOLD CLOSE on Milo...

QUICK CUT:

## 46 AN EXPENSIVE BOTTLE OF CHAMPAGNE

46

is smashed against the hull of the submarine! Cheers go up! Whitmore turns to his assembled team of explorers and crew members.

WHITMORE

Ladies and gentlemen, the moment we've all been waiting for is at hand! I won't bore you with another speech! I only wish I was twenty years younger so I could join you!

Laughter! CAMERA PANS amongst the faces; some eager; some hesitant; some annoyed (Willy). End on Milo.

WHITMORE (cont'd)

I'm proud of each and every one of you! Let nothing stand in the way of success! I anxiously await your signal and the coordinates for our rendezvous point! Good luck and God bless!

Whitmore motions to a small BRASS BAND which immediately strikes up a rousing number! The team members file past Whitmore, pausing to shake his hand before crossing the ramp and boarding the sub. It's Milo's turn.

WHITMORE (cont'd)

Thatch! Don't look so glum! You're going to be famous! The man who discovered Atlantis!!

Whitmore claps Milo on the back, sending him forward onto the ramp! As Milo approaches the submarine, Plato pokes his head out. They both look around, gulp-

(CONTINUED)

46 CONTINUED:

46

MILO  
(quietly)  
What have I gotten us into??

Milo disappears into the sub...

47 INT. CARGO HOLD - NIGHT

47

Warning bells sound! Red lights flash! Deck hands race to and fro! The hatch on the sub is closed and latched!

48 INT. CATWALK - NIGHT

48

High above the action, Whitmore watches as the last cables are released! The submarine immediately begins to submerge. Whitmore watches his pride and joy disappear into the deep blue, tears welling in his eyes...

WHITMORE  
(quietly)  
Godspeed, voyagers. Godspeed...

The submarine disappears in a gush of bubbles...

49 EXT. OCEAN (UNDER WATER) - NIGHT

49

The submarine disengages from the freighter and begins its descent toward the ocean floor!

50 INT. SUBMARINE - NIGHT

50

The sub is buzzing with activity! Milo wanders around, feeling lost and out of place.

ROURKE (OS)  
Thatch!

Milo turns to find Rourke looming over him!

ROURKE  
You're under my command now! Do your job and we'll get along! Screw up and I'm all over your butt like a junkyard dog, understand?

MILO  
What exactly is my job, sir?

(CONTINUED)

ROURKE

For the time being it consists of staying outta the way! Think you can handle that?

MILO

(salutes)

Without question, sir!

ROURKE

Good!

Rourke pinches the hot coal off his cigar, jams the spent butt into Milo's breast pocket before marching on! Milo watches him go. Plato suddenly pokes his head out of the breast pocket, coughing and sputtering and reeling from the smoldering cigar!

51 EXT. OCEAN - NIGHT

51

The submarine continues its descent into the dark, frigid depths of the North Atlantic. The HELMSMAN continuously shouts out depth readings.

HELMSMAN (OS)

Six thousand feet... Sixty-five hundred... Seven thousand...

52 INT. SUBMARINE (OBSERVATION PORT) - NIGHT

52

Milo and some of the other team members are standing before the huge observation port, staring out into the dark waters. A huge ominous shadow swims past.

AUDREY

What was that?

Vinny takes the opportunity to put his arm around her.

VINNY

Don't worry my little buttercup. I'm here to protect you.

AUDREY

Oh yeah? And who's gonna protect you?

Audrey drops her heavy toolbox right on his foot! Vinny howls and hops away! The helmsman's VOICE sounds over the intercom—

(CONTINUED)

HELMSMAN

Nine thousand feet! Bottom dead  
ahead! All stop! All stop!

The sub slows its descent. Milo and the others peer out into the blackness.

AUDREY

It's so dark! How can they tell where  
they're going?

MILO

Sonar.

At that moment, numerous spotlights located along the perimeter of the sub's hull flash on, lighting up a strange and never-before-seen world! Audrey looks at Milo.

MILO (cont'd)

(embarrassed)

Or a bunch of big lights...

The explorers stare out into an eerie undersea world filled with jagged peaks and deep, canyon-like trenches. Strange sea creatures swim past the porthole.

HELMSMAN (OS)

All ahead slow!

**53 EXT. OCEAN BOTTOM - NIGHT**

**53**

The sub begins a methodical exploration of the ocean bottom. Spotlights arc out ahead of the craft, searching for the entrance to the underworld.

**54 INT. SUBMARINE (OBSERVATION PORT) - NIGHT**

**54**

Milo suddenly points to something dead ahead!

MILO

Look!

The others crowd forward, straining to see!

MOLIERE

(squinting)

Where? Where?



## 55 THEIR POV

55

A spotlight sweeps across the hull of a sunken ship! Then another! And another!

COOKIE

(os)

What in tarnation...

## 56 EXT. OCEAN BOTTOM - NIGHT

56

The submarine has entered a vast graveyard of sunken ships!! Boats from all time periods -- Spanish galleons, frigates, merchant ships, man of wars, ocean liners, whalers, trawlers, corsairs -- whole or in part -- whose skeletal remains are scattered across the ocean floor!

## 57 INT. SUBMARINE (OBSERVATION PORT) - NIGHT

57

Milo and the others gape in silence at the mass destruction! A spotlight suddenly illuminates a fierce Dragon's head! Everyone jumps back! Cookie draws his six shooters! Sweet quickly puts his hands over the guns--

SWEET

Whoa there, pardner. Not so fast...

The dragon turns out to be a carving on the bowsprit of a familiar-looking Viking longboat! Not far away, a skeleton lies in repose, still grasping a barnacle encrusted broad axe...

WILLY

One of grandad's former tax collectors, no doubt.

A huge luxurious ocean liner looms into view. A spotlight sweeps across the ship's hull and her name--

EVERYONE

The Titanic!??

## 58 EXT. SHIP GRAVEYARD - NIGHT

58

The submarine glides past the infamous ocean liner, resting on the bottom in pristine shape!

MRS. PACKARD (OS)

The newspapers said it hit an iceberg!

(CONTINUED)

MILO (OS)  
Look at that—!

MOLIERE  
(squinting)  
What? What?

The sub's spotlight sweeps across the ship's hull and a series of gashes that can only be described as claw marks!

AUDREY (OS)  
This place is giving me the willys!

WILLY (OS)  
It's William!!

AUDREY (OS)  
Sorry...

59 INT. SUBMARINE (OBSERVATION PORT) - NIGHT

59

One of the spotlights picks up some movement ahead!

SWEET  
There! That ship just ahead! It's...  
moving.

MOLIERE  
(squinting)  
Where? Where?

Everyone stares! Something huge is rising up in front of the sub!

MILO  
(growing dread)  
That's no ship...

Milo's right! A MONSTROUS LEVIATHAN raises up from its resting place amid the rubble!! It looms forward from the shadows, dwarfing the submarine!!! An ALARM sounds! Battle stations are called!! Everyone scrambles away! Milo stares at the approaching monster, frozen in his tracks! A HAND suddenly clamps down on his shoulder!

MILO (cont'd)  
(jumps)  
AH!

Milo turns. It's Helga.

(CONTINUED)

59 CONTINUED:

59

HELGA  
Come with me!

Helga yanks him OUT OF FRAME! Moliere is left squinting out the observation port.

MOLIERE  
(angry)  
What's all the fuss? I don't see a thing!

60 INT. SUBMARINE - NIGHT

60

Helga drags Milo along a crowded passageway as the crew scrambles to battle stations! Suddenly--

COOKIE  
Outta my way, sodbuster!

Cookie appears hauling a large kettle!

COOKIE (cont'd)  
Only one way to deal with this  
overgrown crawdad -- melted butter,  
lemon wedges and plenty o' napkins!

61 EXT. SHIP GRAVEYARD - NIGHT

61

The leviathan delivers a crushing blow to the sub's hull with one of its giant claws!!

62 INT. SUBMARINE - NIGHT

62

The sub is rocked hard! Milo and Helga are slammed against the gunwale! Sparks fly! Men SHOUT! Confusion reigns supreme! Rourke suddenly ste~s forth from a cloud of smoke, cigar jammed in the side of his mouth, cool as a cucumber.

ROURKE  
Whadaya say, boys! Let's give this  
crustacean a fight! Man the subpods!!

Milo turns to Helga.

MILO  
What's a sub--

Before he can finish, Helga shoves Milo into a vertical tube-like opening that has suddenly appeared in the floor!

(CONTINUED)

MILO (cont'd)

AHH—!

Milo slides down the tube and is deposited in the back seat of a two-man subpod! Helga slides into the front seat!

HELGA

Strap yourself in!

As Helga buckles her shoulder harness—

MILO

(panicked)

I can't do this! I'm claustrophobic!  
I won't be able to breathe!

Up on the helm, a deck hand shouts to Rourke

DECK HAND

Subpods are manned sir!

The sub takes another smashing blow from the leviathan!

ROURKE

FIRE WHEN READY!!

**63 INT. SUBPOD - NIGHT**

63

Helga braces herself.

HELGA

Hold on!

MILO

This wasn't part of my job descrip—  
AHHHHHHHHH!!!!

The subpod is suddenly launched forward at a tremendous velocity!!

**64 EXT. SUBMARINE - NIGHT**

64

The leviathan attempts to crush the hull of the sub with one of its giant claws! Suddenly, a half dozen subpods are deployed, shot out of torpedo tube-like openings in the hull!

**65 INT. SUBMARINE (HELM) - NIGHT**

65

Rourke slips head phones over his ears, grabs a hand mike—

(CONTINUED)

65 CONTINUED:

65

ROURKE

Mrs. Packard! Patch me through to the subpods!

Mrs. Packard is sitting at a switchboard, cigarette dangling from her lip!

MRS. PACKARD

(operator voice)

One moment please—

She plugs several patch cords into the switchboard!

MRS. PACKARD (cont'd)

Go ahead, caller.

Rourke turns and directs the subpod attack from the observation deck via radio!

**66 EXT. SUBMARINE - NIGHT**

66

The subpods converge on the horrible sea beast as it continues to attack the main sub! A rousing undersea battle ensues!! The subpods are equipped with spotlights and armed with harpoons and torpedoes! Under Rourke's direction, they attack the leviathan from all angles! Torpedoes are launched! Harpoons are shot! Both have little effect on the creature!

**67 INT. SUBPOD - NIGHT**

67

Helga guides the subpod in for a close shot! She fires her harpoons which glance harmlessly off the creature's 'armor'! Milo is beside himself!

MILO

I was wrong! I don't want adventure!  
I want routine! I want ordinary! I  
want my boiler!!

A subpod beside them is suddenly grabbed by one of the creature's claws and crushed! It EXPLODES!!

**68 INT. SUBMARINE (HELM) - NIGHT**

68

The main sub takes another blow!!

DECK HAND

Sir! She can't take much more!

(CONTINUED)

68 CONTINUED:

68

Another blow from the creature sends water gushing into the main corridor! Men are washed away like rag dolls! Rourke hangs on to a railing, shouts orders!

69 EXT. SUBMARINE - NIGHT

69

The leviathan has the upper claw in this battle! We watch as another subpod is destroyed! A third is knocked for a loop and sent spinning off into oblivion!

70 INT. SUBPOD - NIGHT

70

Helga sets her jaw and maneuvers into position! Milo leans forward—

MILO

I guess nursing school fell somewhere between naval weaponry training and the Marines!

Helga gives Milo a smack on the forehead with her free hand!

MILO (cont'd)

Oww!

While Milo is rubbing his head, he fails to notice Plato venture forth from his pocket and scurry forward!

71 EXT. LEVIATHAN - NIGHT

71

The subpod approaches the massive head of the beast! The leviathan swipes at it and misses!

72 INT. SUBPOD - NIGHT

72

Helga places her thumb on the torpedo firing mechanism!

HELGA

Just a bit closer...

MILO

(eyes closed;  
praying)

...and I'm sorry for spying on cousin Betty when she was changing...

Helga's nearly in position! She suddenly glances over and sees Plato sitting up beside her, watching the action! She SCREAMS and begins flailing madly about, trying to swat Plato! The subpod spins wildly out of control!!

(CONTINUED)

72 CONTINUED:

72

MILO (cont'd)  
(yells)  
What's wrong??

HELGA  
(terrified)  
There's a RAT in here!!!

Milo checks his empty breast pocket, looks up—

MILO  
Plato!

73 EXT. LEVIATHAN - NIGHT

73

The subpod is careening right toward the mouth of the leviathan and a pair of crushing jaws!!!

74 INT. SUBMARINE - NIGHT

74

Rourke sees what is happening. He shouts into the radio—

ROURKE  
Pod Six! Pull out!

75 INT. SUBPOD - NIGHT

75

Helga is overwrought! Milo grabs her arms!

MILO  
Will you calm down!

HELGA  
I hate rats!! They live in sewers!  
They carry diseases!

Plato pops up between Helga's legs! Helga SCREAMS! She swats hysterically at Plato who ducks and scrambles away!!

MILO  
Don't hurt him!

Helga continues her frantic attack! Meanwhile, the subpod is about to be crushed in the leviathan's jaws! Rourke's frantic VOICE booms over the loudspeaker—

ROURKE (OS)  
PULL OUT!! PULL OUT!!

(CONTINUED)

75 CONTINUED:

75

Helga swats and misses Plato but accidentally hits the firing mechanism -- torpedoes away!!

76 EXT. LEVIATHAN - NIGHT

76

The two torpedoes make a miraculous shot -- right down the throat of the beast!!

Twin explosions stagger the creature!!

A chain reaction series of larger explosions erupt throughout the leviathan's body, ultimately bringing the beast crashing down where it lies strewn across the ocean floor!!

77 INT. SUBPOD - NIGHT

77

Milo has managed to capture Plato. He holds him up for Helga to see, strokes him.

MILO

You see? He's perfectly harmless.

Helga is scrunched up in the far corner of the subpod!

HELGA

Keep that- that- thing away from me!

Milo looks out the window of the subpod at the remains of the defeated leviathan.

MILO

Let's hope that was the 'water' challenge.

(suddenly takes a closer look)

Wait a second...

Milo stares at the leviathan's body, startled by what he discovers--

MILO (cont'd)

It's a machine!

Helga looks as well. sure enough, the legendary sea monster is the product of some unknown advanced technology, built by someone or something to keep trespassers away...

HELGA

Look there!

(CONTINUED)



77 CONTINUED:

77

Just beyond the leviathan, in the center of the ship graveyard, lies a yawning chasm in the ocean floor leading down into the dark unknown!

MILO  
(staring)  
Just like the shepherd described...

78 INT. SUBMARINE (LATER) - NIGHT

78

Everyone is collected on deck, awaiting the damage report. Rourke nods toward Helga.

ROURKE  
Nice shooting. For a dame.

Helga gives Milo a sidelong glance. A DECK HAND appears, out of breath—

DECK HAND  
Damage report, sir! Main thrusters inoperable and in need of immediate repairs! If we don't surface now, we may never be able to!

Milo collapses into a chair.

MILO  
Thank God...

Rourke lights his cigar, looks at all the expectant faces.

ROURKE  
(calmly)  
Helmsman -- proceed into the opening.

Milo leaps out of the chair!

MILO  
Are you crazy??

Nobody moves.

ROURKE  
(to the helmsman)  
You heard me, sailor. Ahead slow.

Milo marches up to Rourke, taking temporary leave of his senses!

(CONTINUED)

MILO

That's it! I've had it! Fighting mechanical sea monsters is one thing! But this is the last straw! I want this tub turned around and I want it turned around NOW!

WILLY

(stepping forward)

I'm with Milo!

Rourke yanks out his pistol and points it right between Milo's eyes, cocking the trigger!

ROURKE

(snarls)

We're not goin' anywhere but straight into that hole!

WILLY

(immediately)

I'm with Rourke!

Helga steps in and knocks the pistol away, pulls Milo to safety!

HELGA

That's enough!

ROURKE

(growls at Helga)

Keep your little bookworm outta my face, understand?

(turns; shouts)

Helmsman! You have your orders!

Rourke jams his cigar home and fires Milo a wilting look!

**79 EXT. OCEAN FLOOR - NIGHT**

**79**

The submarine limps forward and descends into the gaping hole in the bottom of the sea. There's no turning back now. Down, down, down she floats, deeper than any man-made craft has ever gone!

**80 INT. SUBMARINE - NIGHT**

**80**

The helmsman shouts out the numbers

(CONTINUED)

80 CONTINUED:

HELMSMAN

Ten thousand feet!... eleven  
thousand!... twelve thousand!

The hull of the sub begins to CREAK and GROAN from the  
tremendous pressure!

HELMSMAN (cont'd)

...thirteen thousand!... fourteen  
thousand!

Rivets pop and zing around the inside like bullets!

HELMSMAN (cont'd)

...fifteen thousand!... sixteen  
thousand—

Someone shouts—

CREW MEMBER

She's coming apart!!

Milo's eyes are wide as saucers! Everyone stands waiting for  
the inevitable! Willy throws his arms around Sweet—

WILLY

(sobs)

WE'RE ALL GONNA DIE!!!

Only Rourke seems unaffected in the face of certain death!  
And then, just before the hull cracks open like an eggshell,  
an amazing thing begins to happen -- the pressure begins to  
decrease!

HELMSMAN

...seventeen thousand!... eighteen  
thousand!

It lessens further and further!

DECK HAND

Pressure rapidly decreasing, sir! If  
I didn't know better I'd say we were  
ascending!

HELMSMAN

...nineteen thousand!... twenty  
thousand feet!

Confused looks amongst the crew -- 'what's happening?', etc.

CREW MEMBER

(pointing)

Look!

(CONTINUED)

80 CONTINUED: (2)

80

Everyone crowds into the observation port! It's getting lighter out! They are ascending! But how??

81 INT. HUGE CAVERN - ????

81

The submarine suddenly surfaces on a lake deep inside the earth!! A hatch is popped and Rourke, Helga, Milo and the others peer out onto a strange new world. Willy suddenly realizes that his arms are still wrapped around Sweet! He quickly lets go and immediately assumes his snooty air.

WILLY

(to sweet)

For godssakes -- show some backbone!

The explorers are in a huge, expansive cavern, the ceiling of which is shrouded in a mysterious thick fog that emits an eerie phosphorous glow.

AUDREY

Where are we??

Peering into the dark recesses, they are startled by the HORRIBLE SCREECH of some winged creature that soars past overhead, hidden in the fog!

ROURKE

Thatch! Access to this is given on a 'need to navigate' basis! The rest of the time it stays with me!

Rourke produces the ancient journal and shoves it in Milo's hands.

ROURKE (cont'd)

Which way?

MILO

I suppose going back is not an option.

Rourke glares.

MILO (cont'd)

I didn't think so...

Milo opens the journal and looks over the map while Rourke holds a flashlight.

MILO (cont'd)

According to the map, there should be a tunnel somewhere in this cavern...

(CONTINUED)

SWEET  
(pointing)  
Like that one?

Everyone looks to where sweet is pointing. The submarine has drifted toward shore. An ominous dark tunnel several stories high looms out of the darkness, leading away into the earth!

MILO  
(staring)  
Like that one...

82 INT. TUNNEL STAGING AREA (LATER) - ????

82

The submarine has docked. Vehicles and equipment are being unloaded and assembled in a staging area directly in front of the giant tunnel -- the jumping off point for our team of underworld explorers.

Milo and Plato wander through the staging area, gaping at all the strange-looking vehicles and equipment, all testaments to the Industrial Age revolution. There are tarpaulin-covered supply vehicles, a water truck with a fire hose, a huge corkscrew 'digger' machine designed for tunneling, smaller troop transports for carrying the explorers and even smaller two-man dune buggies for advance scouting. There are also a proliferation of weapons, some recognizable, some built specifically for the expedition.

Milo approaches a flatbed truck carrying a mysterious sphere-shaped piece of cargo hidden beneath a canvas tarp. Curious, he starts to lift the tarp in order to peek underneath. A hand reaches in and slaps it down! It's Rourke.

ROURKE  
Looking for something?

MILO  
No! I was just- uh- marveling at all this-  
(spreads his arms)  
-canvas!

ROURKE  
(warns)  
I know your kind, Thatch -- troublemaker. I'm keeping a close eye on you.

(CONTINUED)

MILO  
(backing away)  
Good! Thank you! I know I went a  
little bonkers on the sub but I'm  
okay now! From here on out -- no  
trouble! None! Zippo!

Suddenly, the air is filled with a HORRIBLE SHRIEK! A giant flying pterodactyl-like creature swoops down out of nowhere and scoops Milo up!!

MILO (cont'd)  
AHHHHHHHHHH!!!!

ROURKE  
THATCH!

Rourke fires on the creature, causing it to drop Milo who lands in the back of a supply vehicle, dazed but unhurt! Within seconds, the air is swarming with the winged intruders! The explorers find themselves under attack!!

ROURKE (cont'd)  
TAKE COVER!!

Everyone scrambles for cover! The creatures swoop down out of the fog, snatching several hapless crew members!!

Rourke and his men lay down fierce MACHINE GUN FIRE!!

Milo scrambles for cover just as another creature attacks! He dives under the transport vehicle at the last second!!

In a panic, the crew of the submarine disembarks and makes a run for it! The creatures swarm over the submarine, attacking those left stranded on deck!!

Milo races to the water's edge, motioning for them to stop--

MILO  
NO! COME BACK! COME BACK!!

On the deck of the sub, sailors continue firing machine guns! One pulls the pin on a grenade, prepares to throw it when he's suddenly knocked to the deck by one of the creatures!

The live grenade slips from his grasp and bounces along the deck of the submarine -- right into the open hatch!!

Rourke, Milo, Helga and the others look on in horror as an EXPLOSION rocks the submarine! Black smoke rises from the hatch!

(CONTINUED)

The disabled craft slowly sinks from sight as the winged creatures return to their lairs high in the fog carrying several SCREAMING CREW MEMBERS to their doom! The survivors stand together on the lake shore, staring at the rising bubbles left behind by the sub...

MILO (cont'd)  
There goes our ride home...

SWEET  
And half our supplies...

MRS. PACKARD  
(coughs)  
And my cigarettes!

Everyone turns to stare at the old woman...

CUT TO:

### 83 THE SHEPHERD'S MAP

83

is splayed across the hood of the lead vehicle. Everyone is crowded around. Milo is tracing their route.

MILO  
Three challenges remain—

Milo points to three separate places on the map.

MILO (cont'd)  
Earth... fire... and wind. That  
should put us here—  
(points)  
—what Aziz refers to as the land of  
Eternal Light. Atlantis...

SWEET  
How far?

MILO  
Hard to say. The map isn't to scale.  
Could be two miles, could be two  
thousand.

Rourke reaches in and scoops up the map!

ROURKE  
Only one way to find out! Let's get  
this show on the road!

QUICK CUT:

(CONTINUED)

A BRIEF MONTAGE of men and women scrambling into position, vehicles firing up, etc.

QUICK CUT:

ROURKE

strides up the line of vehicles! He climbs atop the lead vehicle, a 'digger', and stands looking back along the line of vehicles and men!

ROURKE (cont'd)  
(shouts)  
PREPARE TO MOVE OUT!

Helga and Milo are already aboard. Rourke takes his place, looks at Milo-

ROURKE (cont'd)  
Oh, almost forgot--!

Rourke reaches into Milo's pocket and grabs Plato!

MILO  
Hey--!

He places the rat in a tiny cage mounted on the hood of the 'digger' before taking his seat!

ROURKE  
Nobody rides for free!  
(to the others)  
Watch the rat for signs of poisonous gas!

Plato gulps! Milo gulps! Rourke takes out a brand new cigar, lights up, raises his arm and gives the signal!

#### 84 WIDE - TUNNEL OPENING

84

The strange caravan of machines, heavily-armed men and mammals (Gertie, the pack mule!) rumbles forward into the dark tunnel! Huge spotlights mounted on several of the vehicles light the way!

Cookie brings up the rear, riding atop an industrialized prairie schooner pulled by a little mechanical contraption that he constantly bullwhips and shouts obscenities at!

DISSOLVE TO:



**85 TRAVELLING MONTAGE****85**

The explorers gradually descend through a labyrinth of caverns connected by a tunnel which acts as a kind of superhighway to the inner world. All around, the strange beauty of this subterranean world is revealed -- a world rich in colorful rock formations, crystal-clear lakes and streams and yawning chasms that seem to plunge away to infinity and beyond!

Fingers remain on triggers at all times; eyes search the shadows for any tell-tale signs of danger...

**86 INT. GIGANTIC CAVERN****86**

A tiny trail of lights marks their passage through a cavern so awesomely huge that we almost forget we're underground!

**87 INT. NARROW TUNNEL****87**

A low ceiling with barely enough headroom for the convoy to pass! Milo's knuckles are white as he grips his seat in the throes of a bout of claustrophobia!

**88 INT. TUNNEL OBSTRUCTION****88**

A gigantic house-sized boulder is blocking the way! In the lead vehicle, Rourke doesn't slow down! Milo's eyes grow wide as saucers! Plato ducks! Just before impact, the 'digger's' corkscrew front whirs to life! The 'digger' literally bores a hole clean through the boulder, clearing the way for the others!

**89 INT. FORK IN THE ROAD****89**

The convoy has halted before a split in the road. Two tunnels lead off in different directions. Milo is standing out front with Rourke and Helga, consulting the Shepherd's Journal. He closes the journal and confidently points down the left tunnel. Rourke turns and signals! One of the dune buggies roars ahead to scout! It races into the tunnel... and right off the edge of a deep, bottomless chasm! The occupants bail out just in time and climb to safety! Everyone turns and stares at Milo who grimaces before rechecking the journal, smiling sheepishly and pointing down the other tunnel...

## 90 INT. ICE CAVERN

90

The explorers traverse a gigantic blue ice cave! Huge stalactites hang from the ceiling! Icicles have formed on all the vehicles! Milo sits shivering in his seat; Plato in his cage as they pass beneath a sparkling thousand-foot frozen waterfall!

Onward they push...

## 91 INT. TROPICAL CAVERN

91

Now the explorers battle stifling sub-tropical heat! Even the vehicles are sweating as the explorers hack their way through a thick, lush jungle of exotic vegetation! Strange monkey-like creatures leap amongst the foliage high overhead, chittering excitedly!

END MONTAGE

## 92 EXT. BLOCKED PASSAGE - LATER

92

The convoy has temporarily halted before a WALL OF ROCK blocking their way. Everyone is gathered and watching Moliere examine the obstacle. The Mole rubs some of the dirt between his fingers, smells it, tastes it as if he were judging a fine wine. He spits and turns to the others.

MOLIERE

Tectonic plate shift. Solid bedrock.  
Take a week to drill through this,  
maybe more. Depending on the  
thickness.

The news is not encouraging. Rourke removes his cigar-

ROURKE

Vinny!

Vinny bobs and weaves his way to the front where Rourke is standing!

VINNY

At your service!

ROURKE

Think you can blast through that?

Vinny smiles and rubs his hands together.

(CONTINUED)

VINNY  
Do little froggies have water-tight  
bottoms??

QUICK CUT:

93 VINNY'S BEAT-UP VICTROLA

93

is placed on the hood of a vehicle and furiously wound! The Victrola crackles and hisses, begins playing an Italian Opera!

Vinny crawls across the wall of bedrock, setting dynamite charge after dynamite charge, all the while singing at the top of his lungs!

The explorers watch in utter amazement!

Vinny feeds out wire all the way back to where the others are waiting! He connects them to a plunger just as the aria reaches a crescendo! He turns to the others—

VINNY  
Take cover, everyone!

Everyone scrambles for cover behind the vehicles! Vinny winks at Audrey—

VINNY (cont'd)  
This one's for you, my little  
cupcake!

Vinny belts out the highest note of the aria, holding it for what seems like an eternity... then pushes down on the plunger!!

Nothing happens...

Everyone peeks out from their hiding places... Vinny slowly stands, utterly amazed! He throws down his cap in disgust and marches forward, shouting out a string of incomprehensible Italian obscenities! He doesn't get very far...

KA-BOOOOOOM!!!!

Vinny is swallowed up by a swirling cloud of smoke and dust! The others are knocked to the ground by the force of the explosion! The vehicles are literally blown several feet into the air!!

(CONTINUED)

As the smoke clears and everyone gathers together, a lone figure steps forward -- Vinny! His clothes are in tatters, his face smudged black, his hair standing straight up! He smiles at Audrey, delirious--

VINNY (cont'd)  
Haven't lost my touch...

He pitches forward, out cold! Behind him, a tunnel opening has been carved in the bedrock -- in the shape of a giant heart!!!

MILO  
(marvels)  
He's good...

#### 94 INT. HEART-SHAPED TUNNEL

94

The convoy pushes on. Vinny is being tended to by Sweet. He winks at Audrey who fires him a frown and turns away. But as she passes through the heart-shaped tunnel, we see that she is secretly impressed...

#### 95 INT. CAVERN (CAMP) - LATER

95

The explorers have made camp for the night. The vehicles are parked in a circle. Inside the circle, tents have been pitched and a bonfire lit.

#### 96 CLOSE - A HANDWRITTEN SIGN

96

'Today's speshel'

BEANS!

Everyone is filing past the chuck wagon. Cookie is ladling beans out of a cast-iron cooking pot. Milo takes his turn, looks at the rather unappetizing lump on his plate.

COOKIE  
(cackles)  
Range cookin'! Make a man outta ya!  
Learnt this here recipe offa Snappy  
Jack down Abeline way! Got kilt in a  
gunfight in Waco! Good cook; mighty  
poor shot...

Milo moves away with his plate of beans, takes a seat near the fire beside Plato who is still cage bound.

(CONTINUED)

MRS. PACKARD (OS)  
(cranky)  
Outta my way!

Mrs. Packard stalks past with her dinner. She hasn't had a cigarette in two days. Everyone gives her a wide berth. She approaches several team members chatting away.

MRS. PACKARD  
That's my seat!

Like a school yard bully, Mrs. Packard kicks sand in their faces! The men scramble away -- fast! Mrs. Packard takes her seat, grumbling and growling. Sweet is sitting near Milo.

SWEET  
I normally have an aversion to vice.  
But somebody better get that woman a  
cigarette -- and fast!

Milo smiles. He shares his biscuit with Plato.

SWEET (cont'd)  
Does he have a name?

MILO  
(smiles)  
Plato.

SWEET  
(recites)  
'He beat his breast and thus  
reproached his heart:'

MILO  
(finishes)  
'Endure, my heart; far worse hast  
thou endured...'

The two share a smile. Plato suddenly interrupts his meal to sit up and sniff. Something foul is in the air... The audible clink of silver on tin as the explorers continue eating their beans. Sweet notices Plato acting funny.

SWEET  
Say, is your little friend all right?

Milo looks down. Plato is staggering around his cage, tiny paws around his throat, gagging and choking! Everyone around the campfire suddenly stops eating, stares at the rat!

(CONTINUED)

96 CONTINUED: (2)

96

Rourke's warning echoes in their ears -- 'Watch the rat for signs of poisonous gases!' Various team members begin sniffing the air! Everyone slowly looks down at their plates...

QUICK CUT:

97 THE CAMPFIRE

97

The explorers have resumed their meal with one slight modification -- everyone including Milo is now wearing a gas mask!! Even Plato has wrapped a tiny handkerchief around his nose!

Cookie walks into their midst lugging the cast-iron pot, oblivious to the new head gear.

COOKIE

Okie-dokie! Who's ready fer seconds?

A tiny SCREAM OF TERROR emanates from Plato's cage...

98 INT. CAVERNS - ????

98

Our explorers are once again on the move. CROSS DISSOLVE travelling scenes with MAP in the Shepherd's Journal illustrating explorers' progress...

99 INT. PREHISTORIC CAVERN

99

We are looking at an otherworldly cavern filled with bubbling superheated mud pots, geyser spouts and steam vents. There doesn't appear to be safe passage. Milo standing with the others, consulting the journal--

MILO

Challenge number two -- earth.

(looking up)

One wrong step and you're boiled,  
steamed or dry cleaned.

As if on cue, a nearby geyser erupts!

ROURKE

Lead on, Thatch!

MILO

(quietly)

I was afraid he'd say that...

(CONTINUED)

Everyone returns to their vehicles except Cookie—who stands with Milo staring ahead.

COOKIE

If'n I was you, I'd be more keerful  
than a naked man climbin' a bobwire  
fence!

MILO

(gulps)  
Well put, Mr. Cookie...

# 100 INT. PREHISTORIC CAVERN

100

Milo walks ahead of the convoy using the journal as a road map. He is literally inches from death with every step. The vehicles creep along at a snail's pace. Geysers continue to erupt; thick bubbling rivers of superheated mud flow around them, sometimes blocking their way.

The rear tire of one of the transport vehicles suddenly slips off the track! It contacts the pyroclastic mud and immediately bursts into flames! SCREAMS and SHOUTS as the truck is sucked into the mud flow! The driver and his passenger are unable to escape...

ROURKE

(shouts)  
KEEP MOVING!!

Milo is sweating bullets! He's got to get them through before there are more casualties! Suddenly, the ground begins to rumble and shake! A HUGE GEYSER is threatening to blow! They'll be wiped out!

ROURKE (cont'd)

THATCH! WHICH WAY??

MILO

I'M NOT SURE!

Milo furiously tries to decipher the safe route described in the journal!

ROURKE

HURRY! DAMN YOU!!!

Milo's running out of time! Frustrated, he snaps the journal closed and turns to the others—

MILO

FOLLOW ME!!

(CONTINUED)

100 CONTINUED:

Milo races blindly ahead! Rourke and the others charge after! Miraculously, they all reach safety just as the geyser EXPLODES!!

Behind them, the entire cavern disappears in a thick cloud of scalding steam!! They barely made it out alive...

Two of Rourke's men suddenly grab Milo, knocking his glasses to the ground!

SOLDIER #1  
You little weasel!

SOLDIER #2  
You nearly got us killed!

The two men are about to deliver a royal butt-kicking when Helga suddenly appears and dispatches both with a flurry of karate kicks and chops!! She turns to the others—

HELGA  
No one touches the bookworm, got it?

Rourke and Helga lock eyes. He's impressed.

WILLY  
How do we know he's even leading us  
in the right direction?

SWEET (OS)  
Perhaps this will convince you.

Everyone turns. Sweet is holding an ancient wooden shepherd's staff. It could only belong to one person—

MILO  
Aziz ...

Everyone crowds forward and stares at the artifact.

SWEET  
I found it sticking out of those  
rocks. Like a sign post.

ROURKE  
Let's move out!

Everyone scrambles back to their vehicles with new found enthusiasm! Helga grabs Milo by the arm—

HELGA  
Try and stay out of trouble for five  
minutes!

(CONTINUED)



100 CONTINUED: (2)

100

She marches him toward the lead vehicle!

101 INT. LAND BRIDGE - LATER

101

The explorers cross a natural stone bridge spanning a bottomless chasm. On the far side, the armada rumbles to a stop. Rourke, Milo and Helga climb down and walk slowly forward, staring. They are joined by the others.

MILO  
(staring in awe)  
Incredible...

102 REVERSE - A GIANT STONE BUST

102

juts up from the earth at an odd angle beside the tunnel entrance! Milo steps forward, raises a hand to touch the relic carved in the likeness of a strange God.

MILO  
(full of wonder)  
The old man was right...

Milo turns to the others, excited-

MILO (cont'd)  
We're on the trail to Atlantis!

MRS. PACKARD  
(grumpy)  
Nice going, Sherlock! Where did you think we were headed? Cleveland??

Several of the others snicker, then laugh. Soon everyone joins in, including Milo. It is a much-needed moment of levity.

AUDREY  
Hey, look!

Audrey is pointing at the statue. Several small points of light have emerged from the hollow mouth opening and buzz around Milo's head!

MILO  
Fireflies!

The fireflies do a little dance, weaving light trails in the air around Milo's head!

(CONTINUED)

AUDREY

They're so cute!

Milo holds up his hand. One of the fireflies lands on his palm and immediately bursts into a tiny flame!!

MILO

OW-!

Milo quickly swats out the fire (and the firefly!!) The other firefly makes a mad dash back into the statue from whence it came!

WILLY

(claps his hands;  
snidely)

Bravo. The challenge by fire has been met and conquered by our intrepid guide.

MILO

(slowly)

I don't think so...

Milo is staring at the statue. Its eyes, mouth and nose begin to glow! Milo backs away! The glow grows brighter and brighter!

AUDREY

(scared)

What's happening??

ROURKE

Whatever it is, it ain't good...

Suddenly, a bazillion fireflies come pouring out of the statue!! They swarm toward the explorers!!!

COOKIE

RUUUUN!!!

The explorers scramble back to their vehicles, swatting and flailing at the fireflies! Tiny flames spring up wherever the bugs make contact! The vehicles begin backing up across the stone bridge! Halfway across, the lead vehicle bursts into flames, blocking their retreat! Several of the team members' clothes are in flames! They leap SCREAMING off the bridge into the bottomless chasm! A second supply truck bursts into flames -- then EXPLODES!! Total chaos!!

Milo is battling the insect horde! His shirt is on fire! He suddenly notices the water truck stalled on the bridge!

(CONTINUED)

One of the team members is trying to man the fire hose but bursts into flame and dives over the side into the chasm! Milo makes a decision! He jumps from vehicle to vehicle, right through a wall of flames, until he's standing on the water truck! He grabs the fire hose, shouts to Moliere—

MILO  
MOLIERE! HELP ME!!

Moliere braves the evil little fire bugs to crank the handle on the water truck! Water gushes forth! Milo turns the hose on himself, then the others! The water has an immediate and lethal effect on the fireflies! Milo continues spraying until all the fireflies are extinguished!

Moliere shuts off the water. Milo stands atop the water truck, chest heaving. Smoke rises all around from the rubble that used to be the caravan. Rourke strides up, checks the water tank.

ROURKE  
(angry)  
Nice going, Thatch! You just exhausted our water supply!

Rourke marches off, shouting orders to 'move out'! Moliere squints up at Milo.

MOLIERE  
Sacré bleu! Even when you do something right you screw up!  
HOLD on Milo.

### 103 INT. TUNNEL ENTRANCE - LATER

103

The tattered remnants of the convoy rumbles past the statue and ahead into the tunnel, leaving behind a smoking scrap heap of vehicles and equipment... Many of the explorers are now on foot.

DISSOLVE TO:

### 104 CLOSE - A PAGE IN THE SHEPHERD'S JOURNAL

104

An illustration of a huge tunnel opening shaped like the head of a lion! The book is lowered and we find ourselves staring at the real thing...

Milo is once again standing before the others.

(CONTINUED)

104 CONTINUED:

MILO

Aziz refers to this as the cave of  
Roaring Lions.

WILLY

(scoffs)

Surely there can't be lions down  
here—

(glancing about)

Can there?

MILO

It's a riddle.

(ponders)

Roaring lions...

The Great Zoltan, who up until now has been a lurking shadow, steps forward toward the 'lion' cave, staring as if in a trance. He slowly raises his arms, suddenly begins twisting and contorting!

VINNY

What's with him??

COOKIE

Don't blame me! He ain't et a thing  
I've cooked!

Zoltan continues to convulse as if his body were being taken over by some unseen power! He suddenly stops, turns calmly to the assembled explorers and speaks in a totally different voice—

ZOLTAN/RAMTHA

I am Ramtha, warrior King of  
Atlantis!

WILLY

Yeah, and I'm Kaiser Wilhelm!

ROURKE

Zip it, Herr Twerp!

Willy shrinks back!

ZOLTAN/RAMTHA

Heed my warning! Go back! Before it's  
too late! Should you insist on  
continuing—

The warrior king's voice suddenly changes to that of a huckster!

(CONTINUED)

ZOLTAN/RAMTHA (cont'd)  
-be sure and visit Ramtha's Sandal Shop! Downtown Atlantis, just two blocks from the Royal Palace! Any size -- made to order! We use only the finest quality hemp! Drop in for a free fitting!

Zoltan begins to convulse and contort once again as he takes back control of his body! Zoltan grabs his turban with both hands, steadies himself. He looks at the others, dazed--

ZOLTAN  
W-what happened?

WILLY  
Nice going, oh Great One. You just got us a discount on Atlantean footwear!

The Great Zoltan glares at Willy, collects himself and marches off. Meanwhile, Milo has been perusing the pages of the Shepherd's Journal.

MILO  
That's odd...

SWEET  
What is it?

MILO  
The last few pages are missing.

Rourke snatches the journal from Milo, snaps it closed!

ROURKE  
Okay, let's move out!

CUT TO:

**105 INT. CAVE OF ROARING LIONS - LATER**

**105**

The convoy moves slowly into the cavern. Milo leads the way, journal in hand. Everyone keeps their ears and eyes open for any sign of trouble. Halfway through, Milo stops.

ROURKE  
What is it, Thatch?

MILO  
Thought I heard something...

(CONTINUED)

Rourke turns and signals for the others to kill their engines. Everyone waits... and listens. From somewhere ahead in the darkness comes a faint but distinct sound -- a sound very similar to that of roaring lions! Rourke turns and shouts--

ROURKE

Bring up the night vision scope! On the double!

THREE MEN lift an odd looking contraption from the back of a supply truck and hurry forward! Two of the men lift the heavy helmet-like device and place it over the head of the third!

ROURKE

What do you see?

The weight of the helmet sends the man reeling backward! He lands with a heavy thud!

MAN IN HELMET

(muffled)

Stars...

ROURKE

Help him up!

The two men help their comrade up, point him in the right direction.

## 106 POV - NIGHT VISION SCOPE

106

Scanning ahead we see that the cavern is empty ...

MAN IN HELMET (OS)

(muffled)

All clear, sir!

Smoke suddenly begins to fill the field of view!

MAN IN HELMET (OS) (cont'd)

(muffled)

Wait a minute! Fog, sir! Thick as pea soup!

Everyone looks ahead into the cavern, somewhat confused.

ROURKE

What's he talking about? I don't see any fog!

(CONTINUED)

MAN IN HELMET  
(panicked)  
It's everywhere! I can't see!

Everyone turns to the man in the helmet -- thick smoke is pouring out of the contraption!

ROURKE  
Get that thing off him!!

While everyone jumps to assist, Milo steps ahead, listening. The sound of 'roaring lions' has grown steadily in volume!

MILO  
What is that?

Louder and louder, closer and closer! Suddenly, a slight breeze ruffles Milo's hair. A look of recognition slowly comes to his face! He turns to the others--

MILO (cont'd)  
That's it! The roar of lions! He's talking about wind!

On the word 'wind', all hell breaks loose!! A hurricane force gale comes ROARING through the cavern like a freight train!! The hapless explorers are blasted off their feet and carried away! Trucks and vehicles follow!! The convoy is blown tumbling into a giant wind tunnel!!

## 107 INT. WIND TUNNEL

107

The ROAR of the wind is deafening! Milo and the others are carried on a wild airborne ride!! Trucks, equipment and people swirl together through the tunnel at incredible speed (think of it as skydiving -- sideways!!)!!

Milo loses his grip on the Shepherd's Journal! It flies out of his hand and away in a cloud of blowing debris!

MILO  
NO!

Nearby, Vinny 'swims' through the air toward Audrey, extends his hand--

VINNY  
(shouts)  
GRAB MY HAND!

(CONTINUED)

AUDREY  
(shouts back)  
IN YOUR DREAMS!!

Moliere comes tumbling past! Cookie comes next, riding  
Gertie the mule and waving his hat high above his head!

COOKIE  
YEEEEEEE-HAWWWWWWW!!!!!!

The entire ensemble is blown through the twisting and  
winding tunnel! Sparks fly when metal comes in contact with  
the smooth walls!! We're not sure whether we're upside down,  
right side up or sideways! Everything is TOPSY-TURVY!  
(AHHHHHHH!!!!)

The explorers are suddenly catapulted out of the wind tunnel  
into an expansive cavern! They land sprawling on the soft  
sandy floor! Their vehicles and equipment tumble down around  
them! The ROARING WIND fades away just as suddenly as it  
appeared...

#### 108 INT. CAVERN

108

Everyone slowly rises to their feet, battered and dazed but  
not seriously hurt. The same cannot be said for the supply  
vehicles, however. Most are damaged beyond repair. A few  
survived the wild ride intact, including the truck carrying  
the strange sphere-shaped cargo. Rourke stalks through the  
carnage!

ROURKE  
Sweet! Take a head count! Find out  
who's hurt!

SWEET  
Yes, sir!

ROURKE  
Audrey! Damage report -- five  
minutes!

AUDREY  
You got it!

ROURKE  
Everyone else stay together!

Rourke marches over to where Milo is holding Plato and  
frantically searching the ground!

(CONTINUED)



108 CONTINUED:

ROURKE (cont'd)  
Thatch! Where the hell are we?

MILO  
I'm not sure exactly.

ROURKE  
Whadaya mean you're not sure? Check  
the journal!

Rourke is joined by Helga and the others.

MILO  
I can't.

ROURKE  
(booms)  
Why not??

Milo looks down, shuffles his feet.

MILO  
(sheepishly)  
Because... I lost it.

ROURKE  
You WHAT???

MILO  
The wind! It slipped out of my hand!

The others gape!

VINNY  
(slaps his head)  
Mama mia! He lost it!

AUDREY  
What are we going to do??

MOLIERE  
No supplies, no water, no map—

MRS. PACKARD  
(growls)  
No cigarettes!

ROURKE  
(looking around)  
And no Atlantis...

(CONTINUED)

COOKIE

We're worse off than a butt-ugly woman trapped in a room full of mirrors!

VINNY

(to Milo; angry)

Hey, what kind of guide are you??

Everyone glares at Milo! Willy steps forward, pointing!

WILLY

(panicked)

It's your fault! You got us into this mess! Get us out!!

A chorus of agreement from the others! Sweet steps forward.

SWEET

Calm down! There's a chance the journal is lying somewhere nearby. I suggest we try and locate it.

ROURKE

Good thinking, Sweet! Spread out everyone!

The explorers spread out and begin searching for the journal. Helga gives Milo a last look.

HELGA

(disgusted)

I should have let them beat you up!

She joins the others. Milo feels terrible. He's let the others down and he knows it. He turns and walks away...

## 109 INT. CAVERN

109

Milo wanders aimlessly from one cavern to the next. Plato keeps him company.

MILO

It is my fault. I really fixed things this time, Plato. All I wanted was a little respect.

Plato gives him a look.

MILO (cont'd)

Okay, so the fame part didn't sound so bad either. Now look at us...

(MORE)

(CONTINUED)

109 CONTINUED:

MILO (cont'd)  
(pets Plato)  
Probably wish you'd stayed and taken  
your chances with Jerkovich.

Plato nuzzles his friend. Milo enters a new cavern and finds himself standing on the edge of a vast boreal forest! The trees are somewhat stunted with thickly-crowned tops reminiscent of African acacia trees.

MILO (cont'd)  
Unbelievable...

Milo enters the forest, staring in wonder at the gnarled trunks.

MILO (cont'd)  
Trees that grow underground!

As Milo wanders through the forest, he hears a STRANGE NOISE, like the purring of a cat. Sneaking ahead, he comes to a small clearing. There in the middle, eating the leaves from a small bush is a strange-looking four-legged CREATURE resembling a goat! Milo stares, slowly moves forward from his hiding place. The creature sees him and turns to run! To Milo's surprise, the creature is wearing a small harness and has been tied to the bush with a length of rope! It pulls at the harness, BLEATS in terror as Milo approaches!

MILO (cont'd)  
Don't worry, little fella. I'm not  
going to hurt you.

Milo leans down and takes a closer look at the harness and rope.

MILO (cont'd)  
(shocked)  
Somebody tied you here!

A sudden ROAR from nearby, guttural and mean! The 'goat' becomes rigid with fear! Milo turns! Something HUGE is crashing through the trees toward them! Into the clearing steps a horrible CAVE BEAST, all claws and jaws! It sees Milo and the 'goat', ROARS again! Saliva drips from its savage mouth! It stalks forward, intent on devouring the pair! Milo's eyes bulge! He turns to run! The beast strides past the 'goat' (that we now realize was bait) in hot pursuit of Milo!

A half dozen DARK FIGURES hiding in the crowns of the trees circling the clearing suddenly rise up and begin flinging arrows and spears at the cave beast!!

(CONTINUED)

109 CONTINUED: (2)

109

But the beast is already out of range! Their trap spoiled, the shadow figures quickly climb down and give chase!

110 INT. ANOTHER CAVERN

110

Milo runs for his life! The cave beast is nearly upon him! It delivers yet another bone-rattling ROAR!

111 INT. CAVERN

111

Rourke and the others have failed to locate the journal. Rourke approaches Helga.

ROURKE  
Where's the bookworm?

HELGA  
I thought he was with you.

The two share a concerned look. Rourke turns and surveys the cavern. Milo is nowhere to be found.

112 INT. ANOTHER CAVERN

112

The Cave Beast knocks Milo to the ground, looms over its prey, ready to devour! It grabs Milo by one leg, hoists him into the air! Milo SCREAMS!! A sudden WHOOSH! An arrow zips past Milo and sticks in the side of the beast! The beast HOWLS in pain! Another arrow buries in its shoulder! The beast drops Milo as more arrows find their marks! Milo scrambles away, slips on his glasses and turns to witness the Cave Beast being driven away!! Milo stares in amazement! A slice of light suddenly falls across the face of his benefactor. Milo gasps! The face belongs to the most beautiful woman he has ever seen! The two locks eyes for a magical moment! A small amulet hanging around the woman's neck begins to softly glow... With a quick and firm gesture, the woman motions to other figures hiding in the shadows and the hunting party steals away!

MILO  
Wait! Who are you!?

Milo scrambles to his feet and gives chase!

113 INT. CAVERN FOREST

113

Rourke and the others are moving through the forest, following Milo's trail!

(CONTINUED)

113 CONTINUED:

113

Only a few vehicles remain operable: a small 'digger', Cookie's chuck wagon and several transports including the one carrying the sphere-shaped cargo! Rourke checks the ground for sign, stands and motions the others—

ROURKE

This way!

114 INT. ANOTHER CAVERN

114

Milo is being led on a wild chase from one cavern to the next! The shadow figures lead him into a narrow box canyon, an apparent dead end! A brilliant light emanates from a crack in the far end of the canyon wall! The shadow figures disappear through the opening! Milo races forward! The light grows brighter and brighter! He steps through an opening just wide enough for a vehicle to pass through!

115 INT. LAND OF ETERNAL LIGHT

115

Milo has emerged onto a promontory overlooking a cavern of epic proportions! There is light here of a picturesque quality, like the 'magic hour' before sunset! A vast underground sea stretches from horizon to horizon! A wide, deep canyon encircles the perimeter of the cavern, separating mainland and sea, from whose edges cascade magnificent waterfalls that drop a thousand feet to the canyon floor where rivers of molten lava convert the water into steam clouds that in turn float skyward, lending an ethereal atmosphere to the proceedings! But the biggest eye-catcher of all remains the large island in the middle of the sea on which resides the remnants of a once great civilization—

MILO

(wide-eyed with  
wonder)

The Land of Eternal Light.  
Atlantis...

Plato suddenly warns that someone is approaching! Milo turns just as Rourke, Helga and the others come stumbling through the opening! All stop cold to stare at the magnificent sight before them!!

HELGA

At last!

(CONTINUED)

VINNY

(staring)

Like I said Milo, you're some guide...

ZOLTAN

It's as I always pictured...

AUDREY

It's beautiful...

WILLY

Look!

Below, the mystery woman and her companions have reached the edge of the canyon! They climb aboard 'skimmers' (small one- and two-man stingray-shaped flying crafts) and soar out across the opening and away over the sea toward the island!!

ROURKE

Who are they, Thatch?

MILO

They didn't introduce themselves. But I suspect this is their home.

WILLY

(scoffs)

Impossible!

SWEET

(points toward the island city)

That is impossible, my friend.

Meaning, anything's possible...

ROURKE

Let's see if we can find a way across.

WILLY

(nervous)

Are you sure that's advisable? What if they're not friendly?

ROURKE

Then we'll just have to rely on that old Whitmore charm of yours. Move out!

Rourke shoves Willy forward! Milo leads the others toward the edge of the chasm.

(CONTINUED)

115 CONTINUED: (2)

115

The convoy now contains a fraction of the vehicles and men that first started out. They've been through hell. But it just may have all been worth it...

116 INT. CANYON EDGE

116

The convoy assembles on a large flat rock at the edge of the canyon. The explorers peer over the edge at the river of molten lava far below. Far out across the water, Atlantis awaits.

ROURKE  
Any ideas, Thatch?

MILO  
Not unless somebody knows how to fly.

As if on cue, the ground beneath their feet begins to tremble! SHOUTS of confusion!

COOKIE  
What in tarnation??

MOLIERE  
Hold on!

The flat rock they are on separates from the mainland! It is actually a much larger version of the 'skimmers' we saw earlier! And suddenly the explorers are airborne, soaring over the canyon and out across the sea toward Atlantis, powered by God-knows-what!!

ROURKE  
(shouts)  
No telling what kind of reception we'll get! Stay alert! Keep your weapons ready!

CUT BETWEEN the explorers' faces as they approach the island city -- awestruck, even a bit fearful. The giant 'skimmer' docks. There isn't a soul in sight. All is quiet.

ROURKE (cont'd)  
Let's go.

Rourke clicks the safety off his machine gun.

ROURKE (cont'd)  
Nice and easy like...

Rourke and Milo lead the convoy cautiously ahead into the ancient city...

## 117 INT. CITY OF ATLANTIS

117

The explorers move through the remnants of a once great city, the outskirts of which are overgrown with lush vegetation. Everywhere there is evidence of a great cataclysmic upheaval -- buildings are cracked and sheared open, others stand at odd angles; giant pieces of stone statuary lie scattered about, some in the shape of fish and other sea creatures, others reminiscent of the giant stone figures discovered on Easter Island. Not a soul is in sight as the explorers move toward the city center.

Everyone moves slowly. Fingers remain on triggers. Milo walks ahead, eyes filled with wonder! He is overwhelmed by the majesty of the architecture.

MILO

According to legend, Atlantis disappeared into the sea following a great disaster. We're walking along a street that hasn't seen the light of day in over 15,000 years!

ROURKE

(looking skyward)

Not sunlight, anyway.

Rourke's right. The skies above the city glow with the beautiful artificial light previously described. Where it comes from is anybody's guess...

## 118 INT. CITY CENTER

118

Rourke halts the tattered convoy in a large square in the city center. Still not a soul in sight.

COOKIE

(looking around)

Looks like them others hightailed it outta here.

WILLY

(snide)

Probably got 'wind' of your cooking.

COOKIE

(drawing his  
pistols)

You try bein' creative with three hundred pounds o' lima beans!

(CONTINUED)



ROURKE

Knock it off, you two! Thatch! What do you make of it?

MILO

(looking around)

My guess is the inhabitants are shy, peace loving people who in all probability are scared to death of us.

At that instant, a HUNDRED ATLANTEANS rise up from their hiding places armed with bows, arrows, swords, spears, etc! The explorers are completely surrounded!

MILO (cont'd)

(gulps)

...Or warlike savages who don't take kindly to trespassers.

Several of the explorers raise their weapons!

ROURKE

Easy! Nobody makes a move unless I say so!

The explorers hold their ground, guns held ready! The Atlanteans stare silently at the strangers, more curious than aggressive. They are an odd mixture of advanced culture and savagery -- a once great super race of beings who have 'devolved' into a primitive group of hunter/gatherers. Evidence of their culture abound, from the exotic clothes they wear to the colorful tattoos that adorn their faces and bodies, to the amulets hanging from their necks. But these are mere links to a long forgotten past. These days, survival is their main preoccupation.

A small group approaches the explorers, led by the beautiful woman that saved Milo's life! She is accompanied by several ornately uniformed 'guards' wielding 'man'o'war sticks' (spears tipped with living man'o'wars!)? She stops before the explorers, looking upon them with suspicion and mistrust. She is even more beautiful in the light and it's all Milo can do to steady himself!

PRINCESS

Who amongst you is King?

ROURKE

(hisses)

Talk to her, Thatch!

Rourke pushes Milo forward!

(CONTINUED)

118 CONTINUED: (2)

PRINCESS  
You are King?

MILO  
N-not exactly...

The woman gives him a questioning look.

MILO (cont'd)  
(scrambling)  
...but we bring greetings from our  
King!

Rourke and the others nod. The woman considers this motley crew. Then—

PRINCESS  
(abruptly)  
Come with me.

Rourke turns to the others—

ROURKE  
(pointing)  
You six -- front and center!

Willy, Zoltan, Sweet, Cookie, Audrey and Vinny step forward.

ROURKE (cont'd)  
The rest stay here with the  
equipment! And keep your cool!

Rourke, Milo, Helga and the others follow the woman and her escorts away from the square. The rest stand surrounded by the Atlantean warriors.

COOKIE  
(calls back)  
Steady, boys! Remember the Little Big  
Horn!

Mrs. Packard walks brazenly up to one tattooed Atlantean—

MRS. PACKARD  
(growls)  
I suppose nobody around here smokes.

The Atlantean gawks, not understanding.

MRS. PACKARD (cont'd)  
Just my luck...

## 119 INT. ROYAL PALACE

119

Rourke, Milo and the others are led into the Royal Palace, a once grand hall whose walls cant at forty-five degree angles, a result of the ancient disaster. They follow the woman up a steep flight of stone steps to a rotunda where more ornately uniformed guards await. The woman motions to the explorers.

PRINCESS

Wait here.

She walks rotunda. The woman ahead and disappears inside an antechamber off the Milo and the others gawk at their surroundings. reappears and motions them forward.

PRINCESS (cont'd)

This way.

Milo, Rourke and the others follow the Princess inside the antechamber.

## 120 INT. ANTECHAMBER

120

The explorers are brought before an ancient man with a wise and gentle face seated on a throne decorated with abalone shells -- the KING OF ATLANTIS! On either side of him stand his ADVISORS, two short old men with long white beards who constantly bicker. The King rises to his feet and stands before the explorers holding a scepter whose crown contains the same substance as the amulets worn by his people.

PRINCESS

My father, the King of Atlantis.

Zoltan suddenly steps forward, arms outstretched!

ZOLTAN

Ramtha!

The King looks at him a bit confused.

KING OF ATLANTIS

Uh... no.

ZOLTAN

(crestfallen)

No?

KING OF ATLANTIS

Sorry. I am King Solon.

(CONTINUED)

Zoltan shrinks back amongst the others, embarrassed. Willy snickers. Rourke whispers to Milo—

ROURKE

Tell him we come in peace! Tell him  
we mean no harm!

Milo glances down at Rourke's machine gun, steps nervously forward.

MILO

Greetings, Your Majesty. We come in  
peace.

KING OF ATLANTIS

You have journeyed from above world?

MILO

Yes.

KING OF ATLANTIS

How is it you found your way?

MILO

A map. Drawn by—

Milo is interrupted by the King's Advisors.

FIRST ADVISOR

—Aziz!

SECOND ADVISOR

That nosey little shepherd!

FIRST ADVISOR

We told you he would bring trouble!

MILO

(aghast)

You knew Aziz?? How old are you?

KING OF ATLANTIS

My daughter was a little girl when  
the shepherd visited my people.

Milo looks at the beautiful Princess, dumbstruck.

MILO

That was over three thousand years  
ago!

(CONTINUED)

KING OF ATLANTIS  
Give or take a century. Tell me. What  
are the state of affairs above world?

This question catches Milo off guard.

MILO  
Actually, not very good, sir. There  
is the threat of war.

Sadness comes to the King's face.

KING OF ATLANTIS  
(shaking his head)  
War... After all this time, man has  
still not progressed beyond violence.  
You see, war is what brought us below  
world so very, very long ago.

MILO  
How so, Your Majesty?

KING OF ATLANTIS  
Come, I will show you.

The Princess steps forward, eyeing the explorers with  
suspicion.

PRINCESS  
Father? Do you think it wise?

The King considers her question for a moment. He turns to  
his advisors.

KING OF ATLANTIS  
Advisors? What say you?

FIRST/SECOND ADVISOR  
(together)  
Yes! / No!

The two advisors bring their heads together and discuss.  
Their discussion becomes animated, then heated! Soon they  
are in an all out brawl! The King turns to the explorers—

KING OF ATLANTIS  
They never agree on anything!

The explorers follow the King over to a large triangular  
shaped stone table rising from the floor. The King touches  
the crown of his scepter to the smooth surface of the table.  
The crown begins to glow, a glow which in turn flows

(CONTINUED)

into the table, effectively 'turning it on'. The surface of the table begins to shimmer! Suddenly, a 3-D holographic image rises from the table top -- an image of an Atlantis of yesteryear!

KING OF ATLANTIS (cont'd)

Long ago, Atlantis was the center of the world. Our ancestors were an advanced race, possessing the power to change the destiny of the world.

The explorers crowd forward and gaze upon a pristine city above world bustling with activity! Strange flying machines soar across the skies! Suddenly, the hologram grows fuzzy with static. The King touches his scepter to the table. The hologram continues to break up. Annoyed, the King delivers a swift kick and the picture returns! He rolls his eyes.

KING OF ATLANTIS (cont'd)

This great power I spoke of became sought after by those who would use it for personal gain.

Milo notices a look pass between Rourke and Zoltan.

KING OF ATLANTIS (cont'd)

Wars were fought.

The hologram now illustrates Atlantis under attack -- flying machine dogfights, laser-like weapons, explosions, etc.!

KING OF ATLANTIS (cont'd)

The power fell into the hands of those thirsting for conquest and was terribly misused. Thus was spawned the Great Flood.

A GIANT WALL OF WATER rushes toward Atlantis! In the b.g. a volcano erupts! Buildings begin to break apart as the tidal wave washes over and submerges the city!!

KING OF ATLANTIS (cont'd)

In a heartbeat, the world was destroyed. When the waters receded, Atlantis was no more...

The receding waters reveal a giant hole in the earth where Atlantis had stood. The King turns, sweeping his arm around the city--

(CONTINUED)

120 CONTINUED: (4)

KING OF ATLANTIS (cont'd)  
This is all that is left. Look around  
you. Remnants of our ancestors  
technology is still evident.

The explorers join the King and his daughter to gaze out  
upon the city. It is true. Remnants of the great flying  
machines we saw in the hologram are scattered about, long  
since abandoned and unused.

MILO  
And this great power that was fought  
over? Does it still exist?

The King smiles sadly.

KING OF ATLANTIS  
It too was lost during the Flood.

The King turns to the explorers.

KING OF ATLANTIS (cont'd)  
Why, then, have you come to Atlantis?

Rourke steps forward.

ROURKE  
(gracious)  
We are explorers, Your Majesty. Sent  
to solve the mystery of Atlantis'  
disappearance once and for all.

KING OF ATLANTIS  
Then you have accomplished your  
mission. You are welcome to stay the  
night. Tomorrow you will return above  
world and leave us in peace --  
forever...

Rourke bows with a flourish.

ROURKE  
Your wish is our command, Your  
Majesty. We are your humble servants.

The others are surprised by Rourke's sweet disposition.

MILO  
(quietly)  
What's with him?

(CONTINUED)

COOKIE

Been my experience that an over-polite man is usually hidin' some mighty unpolite ideas.

Milo considers this. His eyes drift to the Princess who continues to regard the explorers with a high degree of suspicion.

121 INT. CITY CENTER

121

The Princess leads Rourke, Milo and the others back to where the vehicles and equipment are waiting. The rest of the explorers are still surrounded by the Atlanteans.

PRINCESS

You may stay here. In the morning, you will be escorted back across the sea.

ROURKE

(charming)

Hard to relax surrounded by all these spears and arrows, Your Highness.

The Princess motions to the Atlanteans who slowly begin drifting away. As the explorers set up camp, Milo approaches the Princess.

MILO

I want to thank you for saving my life. Back in the cave.

The amulet around her neck begins to softly glow. She puts her hand over it, embarrassed.

PRINCESS

(mock anger)

You ruined our hunt. That beast would have provided food and clothing for my people.

MILO

You were goirig to eat that thing??

PRINCESS

Now we are forced to fish.

The Princess is suddenly joined by a half dozen tattooed teenaged Atlanteans, armed with bows, arrows and harpoon-like spears!

(CONTINUED)



MILO

(lying)

I, uh, know a little about fishing.

PRINCESS

Perhaps you would like to join us.

MILO

(smiles)

Sure. I mean, how dangerous can  
fishing be, right?

The Princess shares a sly smile with the others.

PRINCESS

As you say.

The Princess leads Milo and the others away. Helga watches them go, smoldering.

## 122 INT. ANOTHER PART OF CITY

122

The Atlantean teens race to their 'skimmers', whooping and shouting! The 'skimmers' are adorned with personalized symbols and hieroglyphics. The Princess climbs aboard and motions for Milo to sit behind her. As he takes his place on the 'skimmer'—

MILO

What's your name, anyway?

PRINCESS

Serena.

MILO

I'm Mi—

The Princess' 'skimmer' suddenly shoots forward, going airborne and nearly causing Milo to flip off backwards!

MILO (cont'd)

—LOOOOOOOOOO!!!!

The 'skimmers' soar up and away through the city! Milo looks for something to cling to! The 'skimmer' banks sharply to avoid the Royal Palace! Milo wraps his arms around the Princess' waist! The Princess takes him on a scenic tour of Atlantis! The teens soar alongside them, laughing and showboating like Atlantean 'shredders' on highly evolved skateboards! Milo has overcome his initial fear and is enjoying the ride. He extends his arms, flying like a bird!

(CONTINUED)

122 CONTINUED:

122

MILO (cont'd)  
This is amazing!!

All the while, the embarrassed Princess tries to shield her glowing amulet! At one point, the 'skimmers' slip into formation and sail out across the sea, led by the Princess!

123 INT. SEA

123

On a signal from the Princess, the 'shredders' assume a new formation: three 'skimmers' on either side act as wingmen to the Princess who drops low and begins 'skimming' the surface of the water! Milo motions to the 'skimmers' flying on either side—

MILO  
What are they doing?

PRINCESS  
Fishing!

MILO  
(confused)  
Then what are we doing?

PRINCESS  
Bait!

MILO  
(gulps)  
Bait!?

Milo turns back in time to see an OMINOUS SHADOW approaching under the waves!! A GIANT SEA SERPENT lunges out of the water intent on devouring the 'skimmer'!

MILO (cont'd)  
AHHHHHHHHH!!!!

At the last possible moment, the Princess pulls up, deftly avoiding the serpent's jaws! At the same time, the other 'skimmers' converge! The teens fire arrows and thrust harpoons at the exposed beast! It's a scene right out of 'Moby Dick'!!

The Princess hovers nearby with Milo, watching as the serpent is dispatched. Milo's chest is heaving, his eyes bulging!

PRINCESS  
(disappointed)  
Too bad. A small one.

(CONTINUED)

123 CONTINUED: 123

Milo mouths the words 'small one??' in utter disbelief!

124 INT. CITY CENTER 124

Zoltan is walking along a street lined with small shops. He stops outside 'Ramtha's Sandal Shop', goes inside.

125 INT. SANDAL SHOP 125

Zoltan approaches a short balding man busy making a pair of sandals.

ZOLTAN

Ramtha?

The balding man turns. A look of happy recognition

RAMTHA

Zoltan!

Zoltan looks around the shop, horrified.

ZOLTAN

You're a shoe salesman??

RAMTHA

(shrugs)

So I embellished. Warrior King, sandal maker -- what's the difference? Say--

Ramtha looks at Zoltan's feet.

RAMTHA (cont'd)

Bet you take a size ten!

Zoltan wilts.

126 INT. CITY OF ATLANTIS - LATER 126

The explorers have pitched their tents in the city center. A number of curious Atlanteans have gathered to watch the strangers. Cookie is stirring a pot of beans while the others sit around. Audrey is rebuilding a carburetor.

AUDREY

Why do they keep staring?

(CONTINUED)

SWEET

They're curious. We're a link to  
their past.

WILLY

[dialogue missing]

Rourke and Zoltan approach. Rourke is back to his old, gruff  
self.

ROURKE

(growls)

Anyone seen Thatch?

127 INT. STREETS OF ATLANTIS

127

Milo walks with the Princess. He looks around the city in  
the fading twilight.

MILO

Such a strange place. Sunset without  
sun.

PRINCESS

What is 'sun'?

MILO

Above world, it's what makes  
everything grow; what gives  
everything life.

The Princess absently fingers her amulet.

PRINCESS

I have heard such stories. My  
father's advisors are the only ones  
left from before the Great Flood. But  
even they have forgotten much.

Milo suddenly begins to giggle and twitch! The Princess  
looks at him funny.

MILO

Sorry. Forgot about my friend.

PRINCESS

Friend?

Milo reaches into his pocket and pulls out Plato. The  
Princess is enthralled.

(CONTINUED)

127 CONTINUED:

PRINCESS (cont'd)  
He's beautiful! May I hold him?

MILO  
Y-you're not afraid?

PRINCESS  
(suddenly concerned)  
Should I be?

MILO  
No! Not at all!

Milo hands Plato to the Princess. She cuddles him. Milo is impressed.

MILO (cont'd)  
His name is Plato.

PRINCESS  
Hello Plato. Very pleased to meet you.

Plato wrinkles his nose. The Princess laughs. Milo pets him.

MILO  
He likes you.

The Princess looks at Milo.

PRINCESS  
(softly)  
And I him.

Suddenly, both realize how uncomfortably close they are to one another.

MILO  
(awkward)  
Where I come from, women don't usually go for his type.

PRINCESS  
Then they are fools.  
(looks at Milo)  
For he is quite handsome. And no doubt intelligent.

MILO  
(staring)  
I am? I mean— he is?

The Princess smiles and nods. They are really close now.

(CONTINUED)

MILO (cont'd)  
(stammers)  
Well, he thinks you're pretty...  
special... too...

The two lean forward to kiss! The Princess' amulet bathes them both in a strong, warm glow! Just as their lips touch, a sudden NOISE interrupts! Milo sees something and quickly pulls the Princess around the corner of a building!

PRINCESS  
What are you doing?

Milo motions for her to be quiet! They wait in the shadows as footsteps draw near. Rourke and Zoltan come into view, stopping a few feet from their hiding place!

ROURKE  
(growls)  
Where is that little bookworm?

ZOLTAN  
Perhaps we no longer need him.

ROURKE  
I can't translate those pages! Can  
you?

Zoltan shakes his head.

ROURKE (cont'd)  
Then we need him! Keep looking!

The two continue on their way. Milo and the Princess emerge from their hiding place, watch them go. The Princess' suspicions have returned.

PRINCESS  
I do not trust your Mr. Rourke.

MILO  
(distracted)  
Translating pages... I wonder what  
he's referring to.

It hits Milo like a thunderbolt!

MILO (cont'd)  
Of course! The missing pages!

He grabs the Princess by the hand.

(CONTINUED)

127 CONTINUED: (3)

127

MILO (cont'd)  
Come on!

PRINCESS  
Where are we going?

MILO  
Something's rotten in Atlantis,  
Serena! And we're going to find out  
what!

Milo and the Princess hurry back toward the city center!

128 INT. EXPLORERS' CAMP

128

Milo and the Princess sneak past the others toward Rourke's tent.

129 INT. ROURKE'S TENT

129

Milo pokes his head inside. The coast is clear. He draws the Princess in and begins going through Rourke's things!

PRINCESS  
What are you looking for?

Milo suddenly stops, brings forth several folded pages from Rourke's knapsack!

MILO  
(breathless)  
These...

The Princess joins him as Milo unfolds the missing pages from the Shepherd's Journal and begins to translate.

MILO (cont'd)  
It's another map!... Within the  
city!... Something about ... 'living'  
crystals??

The Princess catches her breath. Milo looks up. She looks as if she's seen a ghost!

MILO (cont'd)  
What is it?

The Princess stares, numb. He takes her by both arms.

MILO (cont'd)  
Serena! What is Aziz talking about??

(CONTINUED)

The Princess looks at Milo. We can see there is trust in her eyes.

PRINCESS

(reveals)

Our sun... The 'living' crystals give us light, food to eat, air to breathe. They are the great power my father spoke of.

MILO

Then they weren't lost in the Flood.

The Princess shakes her head. Milo stares at the pages.

MILO (cont'd)

Rourke is after the crystals! But why?

PRINCESS

It's as my father said: He who possesses the crystals controls the destiny of the world for good or evil.

Which causes Milo to remember-

MILO

Whitmore! He said we might discover something to help our own civilization! He knew all along! This was planned from the beginning!

Milo sinks down onto a cot as the enormity of the revelation takes hold.

PRINCESS

The power of the crystals is unmatched. They can control the weather, destroy entire armies, even awaken the earth. But to us, the crystals are simply life. Without them we would die.

MILO

No one is going to die, Serena. I'm sure Mr. Whitmore didn't count on people still living in Atlantis. No one did.

Milo takes the Princess' hand. Her amulet begins to glow. Milo stares.

(CONTINUED)



PRINCESS

Each of us wears a piece of the crystals. For longevity. The rest are hidden in a secret chamber somewhere in the city.

MILO

(pointing)

What makes them do that?

The Princess lifts the glowing amulet off her chest.

PRINCESS

They are alive. Nourished by our life force and emotions: happiness, anger, fear—

MILO

—Love?

The Princess flushes, looks down. Her amulet glows stronger!

PRINCESS

So I am told.

HELGA (OS)

Ahem!

Milo and the Princess turn! Helga is standing just inside the tent opening, watching with both arms crossed.

HELGA

(coming forward)

Tsk! Tsk! I let you out of my sight for five minutes and you're already traipsing around with the town tramp.

Fire rises in the Princess' eyes! She starts forward—

PRINCESS

Who are you calling—

Milo grabs her arm, holds her back.

MILO

Helga! You've got to help us!

HELGA

You look like you're doing just fine without me.

MILO

No! You don't understand!

(CONTINUED)

Milo hands her the pages.

MILO (cont'd)  
Those are the missing journal pages!  
Rourke's had them all along! He's  
after the 'living' crystals!

Off Helga's confused look-

MILO (cont'd)  
The great power King Solon spoke of  
earlier! It's still here! In  
Atlantis!

A dark cloud passes across Helga's features.

HELGA  
(spits)  
Rourke... I knew I smelled a rat.

Plato reacts. Milo takes the Princess' hand, urgency in his voice.

MILO  
We have to stop him, Helga.  
Otherwise-

ROURKE (OS)  
Otherwise what?

Everyone turns. Rourke and Zoltan have entered the tent!  
Rourke levels his machine gun at Milo!

MILO  
(slowly)  
A lot of innocent people will die...

Helga turns on Rourke, fury in her eyes!

HELGA  
Is this true? You plan to steal these  
'living' crystals?

ROURKE  
(growls)  
And what if it is?

HELGA  
I won't let you do it!

Rourke walks up to Helga, grabs her roughly by both arms!

(CONTINUED)

ROURKE

(growls)

What did you say?

HELGA

(calmly intense)

I said: I won't let you do it-

Rourke suddenly plants a world-class liplock on Helga!!  
Helga doesn't struggle. In fact, she kisses him back!!!  
Milo's jaw hits the ground! When they part-

HELGA (cont'd)

-alone...

(turns to Milo;

sultry smile)

We may not glow, but we are  
definitely on fire! Right baby?

ROURKE

How many times do I have to tell ya?  
Don't call me 'baby'!

Rourke blows a puff of cigar smoke in Helga's face. She  
coughs. Milo can't believe it!

MILO

(points at Helga)

But you-!

(points at Rourke)

But he-!

Milo steps forward.

MILO (cont'd)

Don't do this, Rourke! Whitmore may  
want the crystals for the good of  
mankind but the Atlanteans will die  
without them!

Rourke and Helga share a look, burst out laughing!

ROURKE

You don't get it, do you kid? I don't  
give a damn about Whitmore's vision  
of a better world! Or the Atlanteans!  
Those crystals are worth a fortune!

HELGA

And we're going to cash in...

(CONTINUED)

MILO  
(stunned)  
You're betraying him? For money??

HELGA  
And why not? I'm sick and tired of  
waiting on that old coot! I'm ready  
to start living the high life! I've  
earned it!

Rourke grabs the pages from Helga and shoves them into  
Milo's hands!

ROURKE  
You've got one last job to do,  
Thatch!

MILO  
(defiant)  
And what if I refuse?

Rourke lets the barrel of his machine gun drift toward the  
Princess. The inference is clear.

ROURKE  
You won't...

Milo gulps.

# 130 INT. EXPLORERS' CAMP

130

Milo and the Princess watch as the others 'gear up' -- load  
machine guns, check ammo clips, etc. -- as if for a commando  
assault! Milo looks at Sweet, Vinny, Audrey and the others,  
heartbroken.

MILO  
You're all part of this?

The others avert his eyes. Milo looks at Sweet.

SWEET  
(uncomfortable)  
There wasn't supposed to be people.

Rourke steps between them--

ROURKE  
(to Milo)  
Shut-up!

He turns and motions to the others, jaw set.

(CONTINUED)

130 CONTINUED:

130

ROURKE (cont'd)  
Let's go.

Milo and the Princess are marched away toward the Royal Palace...

131 INT. ROYAL PALACE

131

The King and his advisors come forward to greet the Princess and the explorers.

KING OF ATLANTIS  
(smiling)  
Ah, our friends from above world. I trust my daughter is seeing to your every need.

HELGA  
She's a real peach—

Helga shoves the Princess forward toward the King!

KING OF ATLANTIS  
(surprised)  
What's the meaning of this??

ROURKE  
Party's over, Your Highness...

Rourke raises the barrel of his machine gun and strafes the wall above the King's head!! At the same time, Rourke's foot soldiers aim their guns in the air and deliver bursts of automatic fire!! Atlanteans from all across the city come running! They swarm into the Royal Palace armed with their primitive weapons! Rourke's men continue to deliver an awesome display of firepower! When the smoke clears, the explorers find themselves surrounded! Rourke steps toward the King—

ROURKE (cont'd)  
Command your people to drop their weapons and return to their homes!

When the King hesitates, Rourke swings his machine gun on his advisors!

ROURKE (cont'd)  
Advisors?

FIRST ADVISOR  
A splendid idea!

(CONTINUED)

SECOND ADVISOR

I couldn't agree more, Your Majesty!

ROURKE

(smiles at the King)

Whadaya know. They finally found something to agree on.

Rourke pokes the barrel of his gun in the King's ribs--

ROURKE (cont'd)

(threatening)

Do it.

The King turns to his people and raises his arms--

KING OF ATLANTIS

My people! Put down your weapons!

There will be no violence! Go to your homes! Please, I ask you!

The Atlanteans slowly comply with their King's wishes. They drop their weapons and leave the Royal Palace to return to their homes. The Princess' gang (the Atlantean 'shredders') stand firm until the Princess nods for them to comply as well. Rourke watches as the last of them files out. Someone grabs his arm. It's sweet.

SWEET

(quietly)

Nobody gets hurt! That was the deal!

ROURKE

And nobody will. As long as they cooperate.

Rourke looks down at Sweet's hand. Sweet lets go, backs away. Rourke turns to Milo.

ROURKE (cont'd)

Front and center, Thatch!

Milo comes forward holding the missing journal pages.

ROURKE (cont'd)

Take us to the crystals!

Helga grabs the Princess and pulls her close, shoves a pistol in her back! Milo glares at Rourke who turns to several of his foot soldiers, motions to the King.

ROURKE (cont'd)

Bring him along! For insurance!

(CONTINUED)

- 131 CONTINUED: (2) 131
- Milo leads the heavily armed group out of the Royal Palace.
- 132 INT. STREETS OF ATLANTIS 132
- Milo leads the others through the deserted streets of the city. He stops occasionally, setting off in a new direction each time, but each time going in circles and ending up where he started.
- 133 INT. INTERSECTION 133
- Milo stops once again, flustered.
- ROURKE  
Thatch! This is the fourth time we've been past here!
- MILO  
It's the pages! They keep leading me back to this spot!  
(looks around)  
But I can't decipher the last clue-
- HELGA  
(holding the Princess)  
He's stalling!
- MILO  
I'm not!
- ROURKE  
You got one minute, Thatch!
- Rourke looks at Helga who cocks her pistol and presses it against the Princess!
- MILO  
Okay! Just- Give me some room!
- ROURKE  
(turning)  
Give him some room!
- The others back away. Rourke and Helga stand with the Princess. Milo studies the pages. Beads of sweat dot his forehead. He looks around the square, walking first one way, then back the other. Rourke counts down the seconds on his wristwatch. Time is running out for the Princess!
- ROURKE (cont'd)  
Thirty seconds, Thatch!

(CONTINUED)

MILO

Okay! Okay! Don't rush me!

But Milo doesn't have a clue... He's running now, back and forth, checking first one page, then another, looking, searching—

ROURKE (OS)

Five... four... three... two...

Helga's finger tightens on the trigger! At the last possible second—

MILO

STOP!!

Milo has stopped near Rourke. He's looking at the symbol on the patch on Rourke's shirt sleeve -- the A with the dot in the center. He comes forward and grabs Rourke's arm, stares hard at the symbol, as if seeing it for the first time.

ROURKE

(jerks away)

What are you doing??

MILO

I know this...

Milo begins frantically going through his pockets! He pulls out the dollar bill given to him by his prankster colleagues back home, unfolds it! He turns the bill over and looks to a familiar-looking symbol -- the pyramid with the seeing eye! He holds it up to Rourke's shirt sleeve, matching it to the symbol on the patch!

MILO (cont'd)

(breathless)

That's it...

(beat; shouts)

THAT'S IT!!

ROURKE

What's it?

MILO

The symbol! Here—

(points to Rourke's patch)

—and on the cover of the journal! All this time, I thought it stood for Aziz! A -- Aziz! Right?

(CONTINUED)



ROURKE

So?

MILO

Wrong!

(shakes his head;  
impressed)

Oh, Aziz! You were good! You were  
very good!

ROURKE

What are you talking about?

MILO

I've had the answer all along! We all  
have!

Off Rourke's confused look~

MILO (cont'd)

This symbol--

(shows him the  
dollar)

--a symbol that has persisted in  
various cultures down through the  
centuries, including our own -- is in  
fact the secret location of the  
'living' crystals!!

ROURKE

(growls)

You're nuts!

MILO

(confidently)

Am I?

Milo steps back and holds the dollar bill up and away,  
begins slowly turning and scanning the square, looking for a  
match. The others crowd in behind him.

#### 134 CLOSE - DOLLAR BILL

134

The seeing-eye pyramid moves past building after building,  
suddenly stops, backs up.

Milo slowly lowers the dollar and stares. The building is  
somewhat ordinary-looking and crumbling with decay but was  
definitely at one time pyramid-shaped.

MILO

That's it...

(CONTINUED)

134 CONTINUED:

134

Everyone stares. A look of defeat passes between the King ND and his daughter. Rourke turns to the King-

ROURKE  
Where's the entrance?

KING OF ATLANTIS  
The temple was sealed by my  
ancestors. There is no way in.

QUICK CUT:

An EXPLOSION! The smoke and dust clear, revealing a ragged hole in the side of the temple! Rourke turns to the King-

ROURKE  
Welcome to the twentieth century!

He jams his cigar home and shoves Milo forward toward the opening.

ROURKE (cont'd)  
Get going!

Milo starts through the opening.

135 INT. TEMPLE

135

Milo leads the others forward into the beautiful and mysterious temple. The light seeping in reveals a long hallway leading toward a chamber at the far end. The King touches Milo's arm.

KING OF ATLANTIS  
This is a sacred place.

Milo leads the way down the long hall.

136 INT. HALL OF KINGS

136

Milo moves slowly along the hallway, suddenly stops. There, suspended vertically in a clear tube-like repository is the body of an ornately dressed old man. He holds a scepter across his chest and appears to be sleeping peacefully. Small crystals have formed in his hair and beard. They sparkle in the light. He looks frozen.

KING OF ATLANTIS  
(whispers)  
We are in the Hall of Kings. Here lie  
the former rulers of Atlantis.

(CONTINUED)

As Milo and the others continue on, they pass more 'sleeping' Kings, each holding their own scepter. The explorers move quietly through this holy place. Even Rourke maintains an air of reverence. Near the end of the hall, Milo pauses beside an empty tube. He looks at the King.

KING OF ATLANTIS (cont'd)  
This one... is for me.

Rourke nudges Milo, points just ahead. A strange glow is emanating from the chamber at the end of the hall situated in the exact center of the temple. Milo starts forward.

### 137 INT. CRYSTAL CHAMBER

137

Milo and the others approach the 'glowing' chamber and peer inside through several large openings cut into the stone. A clear glass-like material separates them from the main chamber. Inside, they are witness to an astonishing sight -- the entire chamber is alive with living, multiplying crystals! They shift and move, constantly changing shapes and designs! A myriad of beautiful colors are produced, the intensity of which is ever changing! One can feel the power they possess! It is a place of mystical, magical beauty...

Milo and the explorers gape at the crystals. The King stares, almost serene.

KING OF ATLANTIS  
The 'living' crystals of Atlantis...

Milo turns to Rourke.

MILO  
How are you going to steal that?

ROURKE  
That's for me to know and you to find out.

Zoltan steps forward, eyes blazing.

ZOLTAN  
(staring at the  
crystals)  
I have waited for this moment all my life! I am the only one who understands the power of the crystals!

(CONTINUED)

WILLY

Yeah, right. By the way, nice sandals.

Willy nods toward the new pair of sandals adorning Zoltan's feet! Zoltan glares.

ZOLTAN

Your grandfather sent me because he knew I was the only one who could transport the crystals back! Watch and learn while I become a living 'host'!

ROURKE

Alright! Alright! Get on with it!

There is a single door leading into the chamber. Several of Rourke's men pull it open. The glow from the crystals spills out. Zoltan's chest swells with arrogant pride. He turns his haughty nose up and enters the chamber. The door is immediately closed behind him. Milo, Rourke and the others crowd forward to watch.

**138 INT. CRYSTAL CHAMBER**

**138**

Zoltan steps to the center of the chamber where he stands with arms extended, beckoning the crystals! The crystals surge toward the phoney psychic from all directions! They sweep up his legs and down his arms, spreading and multiplying! Initially, it seems to be a pleasurable experience! Zoltan smiles, then laughs as the crystals overtake his body!

ZOLTAN

It's wonderful!!

But suddenly, things begin to change... The colors emitted by the crystals grow dark and bleak! Fear registers on Zoltan's face. The others watch in horror as the crystals begin invading Zoltan's body, crystallizing his bloodstream, his flesh, his organs! Zoltan begins writhe in agony! Crystal spikes erupt from his skin, his fingers, even his turban!! With one final SCREAM, Zoltan is fully crystallized, frozen into a contorted position of fear and pain!! He teeters, then falls over, smashing into a million shards which in turn reform into crystals! The beautiful colors slowly return to the chamber...

The others continue to stare, horrified. Except Willy.

(CONTINUED)

WILLY

(wryly)

I learned something all right. Don't go in that room.

Rourke turns to the King.

ROURKE

(barks)

What happened?

KING OF ATLANTIS

The crystals react to what they sense; peace and serenity—

The King looks to where Zoltan last stood.

KING OF ATLANTIS (cont'd)

Or fear and evil...

ROURKE

Peace and serenity, huh?

Rourke turns and looks over his men, searching for a viable candidate. There is a lot of coughing, looking away and shuffling of feet... Somehow, 'peace and serenity' are two adjectives that fail to describe this lot.

HELGA

(points to the King)

What about him? He oozes peace and serenity.

Rourke looks the King over, slowly nods

ROURKE

Yeah. I like it. Let's go, Your Majesty...!

Rourke grabs the King's arm and pushes him toward the door!

PRINCESS (OS)

WAIT!

The princess jerks free of Helga's grasp, comes forward!

PRINCESS

He is needed here. With his people. Take me.

MILO

No!

(CONTINUED)

A look between Helga and Rourke.

ROURKE

As you wish, Your Highness.

Rourke lets the King go. The Princess looks at her father.

PRINCESS

It is best.

The King nods, heartbroken. The Princess moves toward the door. Milo grabs her arm—

MILO

Serena! Don't do it! Please!

Rourke grabs Milo by the back of the collar and hauls him back! The Princess looks at Milo, love in her eyes.

PRINCESS

Don't worry. I won't be harmed. I'll be thinking of you.

HELGA

(mocks)

Oh, that's so sweet. Get on with it, sister!

Helga pushes the Princess forward. The door to the chamber is opened. The Princess walks slowly inside. The door is closed behind her. Milo and the others crowd into the window.

# 139 INT. CRYSTAL CHAMBER

139

The Princess steps to the center, turns and locks eyes with Milo who watches, distraught, as the crystals surge toward her! The Princess maintains an air of serenity and calm as the crystals sweep over her and into her! Her experience is much different than Zoltan's. It is a peaceful invasion, the crystals retaining their beautiful and soft colors. Milo and the others continue to watch as the Princess is crystallized before their eyes, leaving the chamber void of Atlantis' life sustaining energy!

ROURKE

(barks)

Open the door!

The door to the chamber is opened! The Princess still has mobility in her crystallized state! She walks out of the chamber, her glow spreading across the faces of the others!

(CONTINUED)

139 CONTINUED:

139

Rourke motions back down the long hall! The Princess begins walking! The others fall in behind, staring in wonder! '

MILO  
Nobody touch her!

As the Princess passes the 'sleeping' Kings, each begins to rapidly decay, turning to skeletons before our eyes! The King watches this phenomenon with great sadness.

KING OF ATLANTIS  
So it begins...

QUICK CUT:

140 A TRANSPORT VEHICLE

140

roars to a stop in front of the temple! It carries the strange sphere-shaped cargo! Rourke's men scramble over the vehicle and pull back the canvas covering to reveal an iron transport pod replete with glass portholes!

QUICK CUT:

141 THE CRYSTALLIZED PRINCESS

141

steps from the gaping opening in the temple! The others follow at a safe distance as she approaches the pod! A set of stairs are laid down! The pod door is opened! Rourke motions to the Princess who climbs the steps and enters the pod!

Milo scrambles up onto the transport vehicle, peers in through one of the portholes!

142 HIS POV - THE PRINCESS

142

Serena lies back on a comfortable bed! The hatch to the pod is closed and locked! The inside of the pod is immediately overrun with crystals as they sweep forth from the Princess, creating a breathtakingly beautiful 'crystal coffin'!! The Princess turns her head and looks at Milo one last time before closing her eyes and entering a deep state of suspended animation, her beauty intact...

Milo continues staring at the Princess, tears brimming his eyes. Suddenly he's grabbed from behind and tossed off the transport! He lands on the ground, looks up! Rourke towers over him!

(CONTINUED)

ROURKE  
Guess what, bookworm?  
(lights a cigar)  
You've just become expendable...

Rourke smiles.

**143 INT. ANOTHER PART OF THE CITY**

143

Rourke, Helga and the others march Milo through a crumbling part of the city!

ROURKE  
Cheer up, Thatch. If you think you  
were claustrophobic before, you're  
gonna love this...

They suddenly reach an opening in the street -- a deep, dark lava flue, a remnant from the cataclysmic eruption eons ago! Rourke shoves Milo toward the edge of the pit, looks at Helga.

ROURKE (cont'd)  
Go ahead! Shove him in!

Sweet suddenly steps forward!

SWEET  
Rourke! No one gets hurt, remember?

Rourke swings his machine gun on Sweet!

ROURKE  
I give the orders here!

Sweet backs down. Rourke turns to Helga--

ROURKE (cont'd)  
Do it!

And for the first time, Helga hesitates.

HELGA  
Is this really necessary? We got what  
we came for.

ROURKE  
What's the matter? Goin' soft on him?

Maybe she's not as tough as she pretends to be...

(CONTINUED)



MILO

Rourke! Do what you want with me! But  
don't take the crystals! You'll be  
condemning the Atlanteans to death!

ROURKE

You're breakin' my heart!

Milo's words have a visible effect on the others. He turns  
to them—

MILO

What's he promised you? Money?? What  
makes you think he won't doublecross  
you the way he's planning to  
doublecross Whitmore?

ROURKE

Shut-up!

Rourke steps forward and shoves Milo into the hole!

MILO

AHHHHHHHHHHHHHHHHH!!!!!!

Milo's scream fades away!

CUT TO:

-- falling! The lava tube splits! Milo plunges down the left  
tunnel! It splits again! He tumbles into the right tunnel! A  
red glow ahead signals molten lava!! The lava tube suddenly  
grows narrower and narrower until Milo slides to a jarring  
halt, head first, arms at his side! He plugs the lava tube  
like a human cork, six feet above the molten lava! The only  
thing he's able to move in this narrow space are his  
eyeballs and lips!

MILO

Oh no! Not this...  
(squirming)  
Not THIS!!

CUT TO:

shouts into the lava flue—

(CONTINUED)

ROURKE  
Sayonara, bookworm!

The word 'bookworm' echoes back... Rourke turns to the others, smiling.

ROURKE (cont'd)  
It's a maze down there. Even if you wanted to save him, it'd take a week to find him.

He points at Mrs. Packard.

ROURKE (cont'd)  
You! Radio Whitmore with these rendezvous coordinates!

Rourke hands Mrs. Packard a slip of paper.

ROURKE (cont'd)  
The rest of you prepare for departure!

No one makes a move. All are glaring at Rourke, even Helga! Rourke shoves Vinny, causing him to drop his precious Victrola!

ROURKE (cont'd)  
I said move!

Rourke's foot soldiers turn their guns on the dissenters as well! Heartbroken, Vinny picks up his shattered Victrola and slowly moves away, cradling it like a baby. Everyone falls into line. Rourke grabs Helga's arm, pulls her close—

ROURKE (cont'd)  
Don't ever side against me again!

He marches her away as Sweet and the others glance back at the open pit...

**146 EXT. SOMEWHERE IN THE SOUTH PACIFIC - DAY**

**146**

Whitmore's freighter steams through warm South Pacific waters under balmy skies!

**147 INT. PILOT HOUSE - DAY**

**147**

Morse code blips are coming fast and furious! A DECK HAND writes the information on a slip of paper, tears it off and rushes to Whitmore's side!

(CONTINUED)

147 CONTINUED:

147

DECK HAND  
This just in, sir!

Whitmore reads the communique, breaks into a wide grin!

WHITMORE  
I knew it! Captain! Here's your  
coordinates!

Whitmore hands the slip of paper to the Captain!

WHITMORE (cont'd)  
Full steam ahead!

The Captain blasts the horn! Whitmore beams!

148 INT. LAVA FLUE

148

Meanwhile, the human cork's troubles are just beginning. Milo continues struggling in vain when he suddenly realizes the lava is slowly bubbling up the tube toward him!! Sweat drips freely off his face!

MILO  
(anger)  
Fine! Anything else?

His drops of sweat hit the lava and create little annoying puffs of steam!

MILO (cont'd)  
(frustration)  
AHHHHHHH!!!

Plato suddenly appears, squeezing between Milo and the rock wall!

MILO (cont'd)  
(trouble breathing)  
Plato... Save yourself... I'm done  
for...

When Plato hesitates—

MILO (cont'd)  
(mock anger)  
GO!

Plato disappears into a crack in the wall!

CUT TO:

## 149 PLATO

149

Milo's friend scrambles up through a maze of cracks and crevices! Using his instinct for direction and ability to maneuver through tight spaces, Plato is able to make his way back to the surface! He climbs up over the rim of the lava flue and scurries off toward the city center...

## 150 INT. ATLANTIS (CITY CENTER)

150

Mrs. Packard returns the slip of paper to Rourke.

MRS. PACKARD  
Message received.

ROURKE  
Good!

Rourke turns. Camp has been struck. Everyone is assembled and ready for departure.

ROURKE (cont'd)  
(shouts)  
Prepare for avionic conversion!

Hidden panels are exposed in the remaining transport vehicles! Buttons are punched! The others watch as hidden wings amazingly unfold from the vehicles, instantly transforming ground transportation into air!! Rourke's men take turns shouting out-

ROURKE'S MEN  
Conversion completed!

Even Cookie's prairie schooner is now a flying machine! Sweet, Vinny and the others are crowded onto it, awaiting liftoff! Vinny suddenly taps Sweet on the shoulder-

VINNY  
Look!

All look to where Vinny is pointing! Plato is standing on his hind legs atop a nearby rock in plain view of everyone!

CUT TO:

## 151 ROURKE AND HELGA

151

climb aboard the lead 'plane' carrying the crystal coffin! They slip goggles down over their eyes! Rourke raises his hand and sharply lowers it!

(CONTINUED)

151 CONTINUED:

151

The squadron rumbles down the deserted Atlantean street, gathering speed and momentum! Atlanteans emerge from their domiciles to watch as, incredibly, the explorers lift off and become airborne!! The flying squadron circles the city once before soaring out across the surrounding sea, taking with them the life-giving crystals.

Almost immediately, the ancient city begins to decay...

152 INT. LAVA FLUE

152

Milo's face is literally two feet from the rising lava! He gasps for air! A new sound reaches him, coming from above... the sound of machinery! Suddenly, the corkscrew front of a 'digger' machine bursts through the rock wall fifty feet above Milo! It disappears and Moliere pokes his head back through the opening! He looks down on Milo's boot heels!

MOLIERE

He's here!!

Vinny and Sweet appear-

SWEET

Hold on, Milo!!

MILO (OS)

Hurry!!

VINNY

How do we get him out?

Sweet suddenly gets an inspiration.

SWEET

Quick! Your canteens!

Sweet uncaps his canteen and pours the water into the lava flue! The others look at him like he's crazy!

SWEET (cont'd)

Do it!

Vinny and Moliere uncap their canteens and pour them in as well! Down below, Milo is getting soaked!

MILO

Thanks, but a shower is not what I had in mind!!

The water seeps past him, dripping into the lava, creating clouds of steam, building pressure!

(CONTINUED)

The human cork suddenly blows! Milo shoots back up the lava tube! Sweet and the others grab hold and pull him to safety! Milo finds himself surrounded by familiar faces: those mentioned plus Cookie, Audrey and Mrs. Packard! Plato is perched on Audrey's shoulder!

AUDREY

We came back for you, Milo!

VINNY

With a little help from your friend!

Milo grabs Plato and plants a big kiss on him! He suddenly stops, looks at the others—

MILO

But why? I thought...

Sweet steps forward, speaks for all.

SWEET

We're explorers, not murderers.

Smiles and hugs all around!

## 153 INT. ROYAL PALACE - LATER

153

The King is standing with Milo, looking out over the city which, even now, continues to decay before their eyes. Below, the citizens of Atlantis have crowded into the square fronting the Royal Palace, awaiting their fate.

KING OF ATLANTIS

There is no time to spare. Soon, everything will be lost. Even now the light is fading, the air growing stale.

The King is right. It won't be long before Atlantis is plunged into total darkness.

KING OF ATLANTIS (cont'd)

(turning to Milo)

You must go after them! Rescue my daughter and return the crystals to Atlantis!

MILO

Me!? I-I can't do that!

KING OF ATLANTIS

Of course you can!

(CONTINUED)

MILO

But how? I-I'm just a map reader,  
Your Majesty!

The King steps up to Milo and places a hand over his heart.

KING OF ATLANTIS

A map reader with the heart of a  
warrior.

MILO

I'm no warrior! Look at me!

KING OF ATLANTIS

I have looked at you. Perhaps it is  
time you looked at yourself.

Milo turns away, frustrated.

MILO

What good is a warrior to a battle  
that's already lost? Rourke and his  
men are armed to the teeth! You saw  
what they did!

Milo motions to walls ravaged by gunfire. He stands looking  
down upon the Atlanteans in the square below.

MILO (cont'd)

Bows and arrows against machine guns?  
(turns to the King)  
It'd be suicide!

The King clutches his scepter, moves a hand up to touch the  
crystal crown.

KING OF ATLANTIS

Perhaps there is way to even the  
odds...

The King turns and begins walking. Curious, Milo follows.

#### 154 INT. ROYAL PALACE SQUARE

154

The King emerges from the Royal Palace and walks to the  
center of the courtyard. Milo is at his side. The Atlanteans  
part to let them pass, then crowd forward. Sweet, Vinny and  
the others are there, too. The King looks lovingly on his  
subjects, suddenly turns and smashes his scepter on the  
ground!

(CONTINUED)

MILO

No—!

SHOUTS and CRIES of alarm erupt from the crowd! The crystal shards contained in the crown of the King's scepter spread out and disappear through cracks in the stone paving! The King suddenly clutches his chest, gasping for breath! He pitches forward!

MILO (cont'd)

Your Majesty—!

Milo catches him and gently lowers him to the ground. He cradles the King in his arms, looking down upon a frail old man whose lifeforce seems to be draining away before our eyes!

MILO (cont'd)

What's happening to you??

The Atlanteans crowd forward around their dying King.

KING OF ATLANTIS

(smiles)

I have become mortal...

Milo looks at him, tears welling in his eyes.

MILO

Why? Why did you do this??

KING OF ATLANTIS

You will know the answer soon enough.

The King puts a withering hand on Milo's shoulder.

KING OF ATLANTIS (cont'd)

You are our only hope. Bring back the crystals. Bring back—

(gasps)

—my daughter. Please. Bring her... back...

With that, the ruler of Atlantis closes his eyes for the last time... Someone shouts—

ATLANTEAN

The King is dead!

Gasps of shock ripple through the crowd! The King's advisors appear and solemnly lift the King's body.

(CONTINUED)



They retrieve his broken scepter and carry away their dead leader, tears streaming down their loyal cheeks. The crowd, too, begins to mourn.

Milo watches as the King is carried back inside the Royal Palace, his eyes filled with emotion. Suddenly, the ground beneath his feet begins to rumble! In a matter of seconds, the entire square is shaking! SHOUTS of confusion from the Atlanteans! Something big right under Milo's feet begins to push up through the ground!! The Atlanteans back away from the upheaval! Milo balances precariously as he raises above the crowd on what appears to be a giant stone fish!! The crystals from the King's scepter have multiplied and spread throughout the piece of statuary. The Atlanteans stare in awe as the crystals rejuvenate a piece of long forgotten Atlantean technology in the form of an ancient flying machine!! The giant stone fish hovers over the square, as pristine as the day it was built! The Atlanteans crowd forward, reaching out to touch it, staring in wonder at this link to their forgotten past!

Milo looks down at the techno marvel he's standing on and he suddenly understands! A confidence surges through him the likes of which he's never felt! He turns to the Atlanteans, determination flooding his eyes!

MILO

Atlanteans! I need your help! Yes, your King is dead! But his death was not in vain! He was showing us the way!

Milo spreads his arms, motioning to the 'flying fish' upon which he is perched!

MILO (cont'd)

Once, long ago, Atlantis was the most powerful nation on earth! The time has come to awaken your past; to claim your birthrite!

The Atlanteans stare solemnly up at Milo, betraying nothing.

MILO (cont'd)

You know the cost. Who will make the sacrifice? Who will join me?

One amongst the crowd, a WOMAN-

ATLANTEAN WOMAN

(shouts)

Don't listen to him! We still have our crystals! We still have life!

(CONTINUED)

The crowd begins to murmur.

MILO  
(shouts)  
She's right!

This quiets everyone.

MILO (cont'd)  
Stay here and you will live! But ask  
yourselves this: What kind of life  
will you have? Look around you! Your  
city is dying!

Milo's right. The city continues to crumble and decay around them.

MILO (cont'd)  
Live as savages here amongst the  
ruins... or fight for the greatness  
that once was! The choice is yours!

The Atlanteans hesitate. Milo looks amongst them. Many are just as frightened as he. He settles on several familiar faces, the Princess' gang of teenaged 'shredders'. One of them suddenly rips the amulet from around his neck and slowly holds it up. Another follows suit. Someone far back in the crowd quietly raises another. Slowly, more begin popping up. This is less a rousing celebration of unity and more like a solemn death march. Soon, every Atlantean is holding their life-sustaining crystals over their heads.

Milo waits, unsure, nervous. Suddenly—

The first 'shredder' sprints away from the pack, running toward an obscure-looking piece of statuary! He throws his amulet, smashing it against the stone! The crystals instantly spread, bringing to life an outsized version of his 'skimmer'!! CHEERS suddenly erupt from the Atlanteans! This electric moment unifies the crowd! They scatter and begin running through the streets! Milo turns proudly to Sweet and the others!

Throughout the city, amulets are smashed one after the other as the Atlanteans collectively sacrifice their immortality to resurrect long-forgotten technology in the form of airships and strange flying machines!! They even bring back to life Vinny's smashed Victrola! It all causes a stirring in the hearts of the citizens, a sense of 'civic pride' that hasn't been felt in a long, long time...

156 INT. ATLANTIS (CITY CENTER) - LATER

156

Milo stands looking proudly upon the strangest flying armada ever assembled. Many of the airships and flying machines we recognize from the story of Atlantis' destruction. The 'shredders' whiz to and fro on their giant 'skimmers', getting the hang of this new technology! Atlanteans crowd onto the flying machines, armed with their primitive weapons and a few surprises! The rest crowd into the square, waving and showing their support! Milo picks up a discarded sword, feels the weight in his hand, marches over to the lead air ship and climbs aboard. Sweet is there, looking nervous.

SWEET

Milo, these people have never even  
seen these machines before, let alone  
flown them!!

MILO

What? You've never heard the term  
'flying blind'?

Milo stands on the 'bow' of his airship, turns and raises  
his sword!

MILO (cont'd)

Atlanteans!

Milo stops short, leans down—

MILO (cont'd)

(quietly)

What does one usually say before  
leading men into battle?

COOKIE

General Custer had a favorite sayin'—

Cookie leans in and whispers to Milo. Milo looks at him,  
shocked.

MILO

Really?

Cookie nods. Milo shrugs. He stands and raises his sword—

MILO (cont'd)

Atlanteans! The time has come to kick  
ass and take names!!

A LOUD CHEER goes Up in the city center!! Milo turns and  
points his sword ahead!

(CONTINUED)

MILO (cont'd)

MOVE OUT!!

The air ships lift off and immediately swerve out of control! Some collide with each other! Others ram into buildings, sending the Atlanteans left behind fleeing from the city center!! Milo is nearly thrown! He regains his balance and comes face to face with a glaring Sweet!

MILO (cont'd)

(defensive)

They'll get the hang of it.

Meanwhile, airships continue to wheel out of control, bashing into one another and generally wreaking havoc!

CUT TO:

**157 ATLANTIS (WIDE SHOT)**

**157**

Milo's flying armada leaves the island city and sets off on the strangest rescue mission ever conceived! They soar toward us across the inland sea, completely scattered and out of control!! Milo's airship leads the way! Milo stands on the 'bow', sword in hand, Plato on his shoulder! He looks truly heroic!

Meanwhile...

**158 INT. EXTINCT VOLCANO**

**158**

Rourke and his men have landed their flying transports in the bottom shaft of an extinct volcano! Several spotlights flood the area with light! Willy and Helga watch one of Rourke's men assemble a portable radio while the others scramble to assemble... something. Rourke joins them.

WILLY

(suspicious)

That radio doesn't look familiar.

ROURKE

I brought along some of my own equipment. In addition to your grandfather's.

Rourke nods to his men who turn the switches on several tanks of compressed air! A giant air balloon begins to inflate, rising from the back of one of the transport vehicles! Rourke looks at his wristwatch.

(CONTINUED)

158 CONTINUED:

158

ROURKE (cont'd)  
Speaking of which, he should be  
reaching the rendezvous point right  
about now...

159 EXT. ISLAND VOLCANO (TOPSIDE) - DAY

159

Whitmore's freighter is anchored off a South Sea island  
volcano.

160 EXT. DECK - DAY

160

Whitmore is gazing at the volcano's summit through a pair of  
binoculars.

WHITMORE  
Krakatoa...

He lowers the binoculars. The ship is buzzing with activity  
in anticipation of the explorers return! One of the deck  
hands casually points off the stern-

DECK HAND  
Look -- dolphins!

Whitmore raises his binoculars.

161 POV - THROUGH BINOCULARS

161

Twin projectiles are churning through the water right toward  
the freighter!

Whitmore's grin slowly fades. He lowers the binoculars-

WHITMORE  
(that sinking  
feeling)  
Those aren't dolphins...

QUICK CUT:

162 TWO TORPEDOES

162

slam into the side of the freighter! TWIN EXPLOSIONS nearly  
rip the ship in half!! Within seconds, the freighter is  
sinking!

163 EXT. DECK

163

Whitmore clings desperately to the railing! SHOUTS of 'Abandon ship!' echo around him! Thick smoke from several fire obscure his view! Suddenly, the smoke clears long enough for him to witness—

A GERMAN U-BOAT surfaces nearby!

Whitmore's face contorts in rage! He takes his cigar out of his mouth and defiantly shakes his fist—

WHITMORE  
Murderous Huns! You won't get away  
with this!!

164 EXT. U-BOAT DECK - DAY

164

A GERMAN COMMANDER and several of his officers emerge on deck to watch Whitmore's freighter sink. As the last piece slips below the surface—

GERMAN COMMANDER  
(in German)  
Good work.

We HEAR screams for help from the survivors.

FIRST OFFICER  
And the survivors?

GERMAN COMMANDER  
(coldly)  
Leave them to the sharks. I have a  
call to make.

The Commander disappears back inside the U-boat followed closely by his officers.

CUT TO:

The DEBRIS left behind by the sinking freighter. There amongst the pieces of splintered wood and unused life preservers floats a soggy half-smoked cigar...

165 INT. EXTINCT VOLCANO (KRAKATOA)

165

Helga and Willy continue to watch the giant air balloon inflate. A partial insignia is beginning to take shape on the side of the balloon. Rourke is called over to the radio.

(CONTINUED)

As Helga and Willy continue watching the insignia take shape on the side of the balloon, we become vaguely aware of Rourke's voice as he speaks on the radio. Something is different. He's not speaking English!

PUSH IN on Helga and Willy as they slowly turn, listening in disbelief! Rourke is speaking German!! The pair slowly turn back to the now huge balloon just as the insignia on the side takes final shape -- it's an IRON CROSS!!

ROURKE AND HIS MEN ARE GERMAN AGENTS!!!

Rourke signs off, hands the microphone to his radio man and approaches the stunned duo!

ROURKE

Don't look so surprised.

HELGA

(dawns)

You used me! To get to Whitmore! You swine--

Helga takes a swing at Rourke! He grabs her fist in his own, stopping her cold!

ROURKE

You have earned an enviable position in the New World order, Fraulein. Don't jeopardize it.

The pair lock eyes. Rourke turns to Willy.

ROURKE (cont'd)

And you. You have just come into your inheritance much sooner than expected.

Willy goes pale. Rourke smiles, then laughs with the full force of his evil!

Milo's flying armada soars through one expansive cavern after another! Under and around stalactites! Over and above stalagmites! Sometimes smashing through both!! Many of the flying machines continue to have problems, bouncing and careening off the cavern walls!

167 CLOSE - MILO

167

Ahead in the distance he can make out several points of light!

MILO  
(points)  
There!

Milo turns to Vinny who is riding alongside on a stone fish!!

MILO (cont'd)  
Crank it up, Vinny!

VINNY  
You got it, boss!

Vinny cranks up his now crystal-powered Victrola as the armada soars ahead into the next cavern!

168 INT. EXTINCT VOLCANO (KRAKATOA)

168

Rourke's men are finishing attaching the pod containing the crystallized Princess to the bottom of the zeppelin! Rourke is staring up the volcano shaft.

ROURKE  
It's a straight shot to the surface!

He turns and shouts orders in German! Helga and Willy both have mixed feelings.

WILLY  
I just wanted his money. I didn't  
want him dead.  
(looks at Helga;  
near tears)  
He was the only family I had!

HELGA  
(annoyed)  
Shut-up, you little twerp!

Suddenly, a distant sound reaches their ears! Rourke's men have heard it too and stopped their work! Rourke steps out in front of the others, staring back into the dark cavern from which they came.

ROURKE  
What the hell is that...?

(CONTINUED)



168 CONTINUED:

168

The sound grows in volume as it draws near, echoing off the cavern walls! It is the unmistakable sound of... opera!!

QUICK CUT:

169 MILO'S FLYING ARMADA

169

soars ahead toward the base of the volcano! Vinny's Victrola is booming forth Wagner at supersonic decibels!

170 MILO'S AIRSHIP

170

vaults ahead, leading the way! The first thing Milo sees is the giant zeppelin lit up by the spotlights! And there on the side of the balloon, painted in black, the infamous Iron cross! Milo and Sweet react.

MILO

Oh my God...

SWEET

Looks like somebody else has their sights set on those crystals!

Milo sets his jaw!

MILO

Not if I can help it!

He stands forward on the 'bow' of his airship, raises his sword for the others to see—

MILO (cont'd)

(shouts)

CHARGE!!!

CUT TO:

171 ROURKE

171

His jaw drops and his cigar tumbles out at the sight of Milo's strange flying armada bearing down on he and his men! He turns and shouts frantically in German!

ROURKE

Mach schnell! Mach schnell!

(CONTINUED)

Rourke and his men dive for cover and come up firing!! A fierce battle erupts in the bowels of the dormant volcano, pitting ancient Atlantean technology against modern firepower!

Rourke and his men lay down a sheet of hot machine gun fire!!

Milo's flying armada quickly disseminates into flying chaos as bullets zing and ricochet around them!

Several flying machines crash headlong into the cavern wall! The 'shredders' assume attack formation and divebomb Rourke's men, unleashing a torrent of arrows and spears!!

Other Atlanteans drop 'living bombs' called Heffalumps -- bowling ball-sized amoeba-like creatures filled with explosive gases!

Below, Helga and Willy crouch behind a rock, watching the action, ducking when things get too hot!

Milo sees the pod containing the Princess attached to the bottom of the zeppelin! He points with his sword and sweet maneuvers the air ship in close!

Rourke suddenly jumps up from behind a rock and sprays the airship with hot lead! Sweet is hit! The air ship veers out of control!

Several of Rourke's men clamor into the flying transports and take to the air! A rousing dogfight complete with air-to-air combat ensues high overhead!

One of the flying transports bears down on Vinny!! Twin bursts of machine gun fire tattoo his flying stone fish! Nearby, Audrey is riding in another flying machine! She sees what is happening--

AUDREY  
HANG ON, VINNY!

Audrey dives to the rescue! Vinny grabs his Victrola and leaps onto Audrey's flying machine Just as his stone fish is turned to dust by machine gun fire!!

VINNY  
My little buttercup!

Vinny goes to kiss her! She gives him a roundhouse across the jaw!

(CONTINUED)

AUDREY

Don't get fresh!

Meanwhile, Milo's airship is still spinning out of control!

MILO

Sweet!

Sweet is unconscious! Milo scrambles back to the 'controls' -- a series of odd looking knobs and levers! He starts working them with little luck! Suddenly, the air ship is strafed with bullets! Milo looks up! A flying transport is heading straight toward them, machine guns blazing! Milo begins working the controls like mad! Nothing happens! Out of desperation he remembers an old trick -- he delivers a swift kick to the 'controls'! A white hot beam of light shoots forward from the airship! It hits the flying transport dead center! There is a tremendous EXPLOSION!!

MILO (cont'd)

Wow...

Chunks of smoking metal and rubber rain down on Rourke and his men! Rourke watches as high overhead the second flying transport is dispatched by the 'shredders' in a daring team effort! He turns and yells for his men to continue firing!

Helga and Willy continue to watch the fight! Helga notices movement out of the corner of her eye! She turns in time to see Rourke clamoring into the zeppelin and casting off, leaving his men behind! More importantly, leaving her behind!

HELGA

(eyes blazing)

Oh no you don't--!

Helga leaps up and runs toward the zeppelin! Rourke casts off the last anchor line and the zeppelin begins to ascend toward the volcano shaft! All around the battle continues to rage! Helga runs and jumps, latching onto the pod containing the Princess!

As the zeppelin continues to rise, Rourke sprays machine gun fire from his position in the basket! He pauses to punch several buttons! Twin sets of giant rotor blades appear beneath the basket and begin spinning in opposite directions! The zeppelin starts to ascend even faster! Rourke smiles, turns and comes face to face with you-know-who!

(CONTINUED)

HELGA (cont'd)  
 (smiles)  
 You weren't thinking of leaving  
 without me, were you baby?

Helga delivers a karate kick that smashes Rourke's cigar into his face! A knock down drag out fight ensues between the two ex-lovers! For all of Helga's fleet of foot, Rourke is still able to overpower her! She has managed to arm herself with a flare gun but Rourke holds her close, pinning her arms.

ROURKE  
 (smiles)  
 Irony isn't it? Just when you think  
 you're falling for someone—

A GUNSHOT! Helga's eyes widen in surprise!

ROURKE (cont'd)  
 —they turn out to be the one falling!  
 Auf Wiedersehen, Fräulien—

Rourke tosses Helga over the side, stands holding a smoking Luger!

CUT TO:

sees Helga falling! He maneuvers the airship and dives toward her! He catches her in mid-air just as bullets rip through the 'fuselage' and send the airship crashing to the ground!! Milo pulls sweet from the wreckage as bullets continue to zip and zing all around! Helga is lying nearby, mortally wounded! Milo scrambles over to her, cradles her in his arms! Helga looks up at him.

HELGA  
 Mother always said I should go after  
 the nice guys...  
 (coughs)  
 I may be a cheap, no good,  
 backstabbing gold digger—

Helga raises her hand -- she's still grasping the flare gun!

HELGA (cont'd)  
 —but I'm no traitor!

She FIRES at the rising zeppelin! The red flare shoots straight up into the volcano shaft!

172 CONTINUED:

172

CUT TO:

173 ROURKE

173

sees it coming!

ROURKE  
NOOOOOOOOO!!!!

CUT TO:

174 THE FLARE

174

ricochets off the wall of the shaft several times before whizzing right past Rourke and hitting the balloon smack dab in the center of the Iron cross!!

CUT TO:

175 THE ZEPPELIN

175

The mother of all EXPLOSIONS!!!!

Rourke, the basket, the pod carrying the Princess, the rotor blades, pieces of flaming canvas -- all come hurtling back to earth chased by a descending fireball!!

The pod carrying the Princess rolls clear of the flames and comes to rest, its hatch slightly ajar!

Milo starts toward the pod, pulls up short!

176 HIS POV - ROURKE

176

steps from the flaming wreckage! His shirt hangs in burning tatters, his hair is smoking and his face has turned black! He points at Milo-

ROURKE  
You! You had to poke your nose where  
it didn't belong!

Rourke picks up a sheared off piece of rotor blade! It's red hot and sears his skin but he doesn't even flinch! He wields it like a sword!

ROURKE (cont'd)  
Now you're mine bookworm...

(CONTINUED)

176 CONTINUED:

176

Rourke starts forward! Milo gulps, brandishes his own sword! The two engage in a brutal fight to the death!! Sparks fly as metal crashes against metal! Milo is no match for Rourke's brute strength! It is all he can do to defend himself from Rourke's punishing attack!

CUT TO:

177 THE POD

177

Crystals have begun creeping forth from the open hatch! They multiply and spread toward Rourke's men like so many spiders! One by one, Rourke's men are overtaken by the crystals! They SCREAM and continue firing until they are completely crystallized!!

CUT TO:

178 ROURKE AND MILO

178

Their deadly duel continues, oblivious to everything else!

CUT TO:

179 THE CRYSTALS

179

disappear into a fissure in the ground! Moments later, the ground begins to rumble and tremble! Cracks appear, revealing molten lava just under the surface!!

THE CRYSTALS HAVE BROUGHT THE VOLCANO TO LIFE!!

CUT TO:

180 ROURKE AND MILO

180

Lava geysers erupt around the pair as they continue battling! The ground beneath their feet fractures, creating rivers of molten lava! Milo leaps from one island to another, chased by the fanatical Rourke!!

Willy emerges from his hiding place and watches as Rourke and Milo disappear into another part of the cavern...

CUT TO:

## 181 THE BATTLE

181

The rest of Rourke's men have been vanquished! Vinny, Audrey and the others attend to Sweet's wounds! The 'shredders' pry open the pod and wrap the crystallized Princess in a protective shroud, transport her to one of the 'skimmers'!

Meanwhile, the volcano is moments away from blowing!

CUT TO:

## 182 ROURKE AND MILO

182

Lava is boiling up all around the pair! Rourke corners Milo on one last island of ground! There's nowhere to run! Milo turns to face his pursuer, bloodied and bruised! Rourke smiles, pauses to light a fresh cigar on a small geyser of lava that erupts beside him!

ROURKE

Not too fast. I want to enjoy this.

Rourke steps forward, swinging the rotor blade! Milo stumbles back, falling onto his back! He starts to get up but is met by the jagged point of Rourke's 'sword'. Rourke towers over him, rolling his cigar between thumb and forefinger.

ROURKE (cont'd)

Only one question remains: do I dice you, filet you, or skin you alive?

Milo looks frantically about! His number's up! He suddenly spots something nearby on the ground -- a small glowing deposit of crystals! Ever so slowly, he inches the blade of his sword toward them! But they're just out of reach!

ROURKE (cont'd)

Perhaps I'll just gut you like a fish...

Rourke raises his 'sword'! Plato suddenly appears out of Milo's shirt cuff, scurries along the length of the sword! Acting as a 'bridge', Plato dips his tail into the crystals!! The crystals surge forward across Plato and onto the tip of Milo's sword!!!

Calling on every last ounce of strength, Milo swings his sword just as Rourke swings the rotor blade!! Sparks fly as metal crashes against metal!! Milo's sword is knocked from his grasp!! The tip of the blade nicks Rourke's arm!! Rourke pauses to look at the small cut--

(CONTINUED)

ROURKE (cont'd)  
Is that the best you can do?  
(disgusted)  
You Americans... When it comes right  
down to it, you really don't put up  
much of a fight—

Rourke raises the rotor blade! Milo holds up his arms as a shield! Rourke starts to swing the 'sword', stops short! A funny look comes over his face... He turns and looks at the cut on his arm!

The crystals have infected the cut and are spreading!!

A look of horror crosses Rourke's face! He turns to Milo, enraged! He starts to swing the rotor blade but stops short once again! This time his entire arm is crystallized!! Rourke staggers backward!

Milo scoops up Plato and watches as Rourke's body is invaded by the crystals! It is an agonizing and horrifying process! The crystals run black, feeding off of Rourke's evil!! Dark crystal spikes erupt from his skin, his eyes -- even his mouth, cutting short his SCREAMS!!

Milo looks away! When he looks back, Rourke is completely 'crystallized' in a contorted position of horror and rage!! Milo grabs his sword and staggers to his feet. He approaches his nemesis, looks straight into his crystallized eyes—

MILO  
After all we've been through  
together, it's a shame you have to go  
to pieces—!

Milo swings his sword, shattering Rourke into a million shards!!

Milo stands with Plato, watching as the crystal shards disappear back into the ground...

But his troubles are far from over. The ground beneath his feet begins to break up! Lava oozes forth from the cracks! Milo jumps from one small piece of ground to the next! Soon, he is standing on the only chunk of ground left amidst a boiling lake of molten lava!! The lava continues to eat away at the ground until he's balancing on a piece no bigger than a shoe box!! Suddenly—

VOICE (OS)  
HANG ON, MILO!!!!

(CONTINUED)



182 CONTINUED: (2)

182

Milo looks up! A flying machine is heading right toward him -- piloted by none other than Willy Whitmore!! Willy reaches out a hand! Milo grabs for it as the flying machine soars past! He and Plato are plucked out of harm's way just as the lava consumes Milo's foothold!

MILO  
(shouts)  
Nice timing, William!

WILLY  
It's Willy!! HOLD ON!!!

Willy wheels through a 180 degree turn and heads back in the opposite direction!!

183 INT. CAVERN

183

The rest of Milo's armada is hovering near the volcano shaft! All around them, the walls are shaking and crumbling as the volcano prepares to erupt!!

VINNY  
We can't wait! She's gonna blow!!

AUDREY  
(points)  
Look!

There, flying toward them just ahead of a cascading river of boiling lava is Milo and Willy!

VINNY  
LET'S GO!!

Milo's armada soars away from the volcano shaft just as a TREMENDOUS EXPLOSION of molten lava erupts straight up the shaft and into every adjoining cavern!!!

184 EXT. KRAKATOA - DAY

184

The German U-boat is floating just offshore.

185 EXT. U-BOAT DECK - DAY

185

The Commander is standing on deck with his officers. One of them is watching the volcano through field glasses.

FIRST OFFICER  
Herr Commandant!

(CONTINUED)

185 CONTINUED:

185

Smoke appears out of the top of the volcano! The ground begins to rumble! The Commander checks his watch-

GERMAN COMMANDER  
(smiles)  
Right on schedule...

The island literally EXPLODES from the sheer force of the eruption!!

A GIANT TSUNAMI spawned by the explosion engulfs the U-boat, thus ending Germany's bid to acquire the crystals ...

186 INT. CAVERNS

186

Milo's armada races back toward Atlantis just ahead of a rushing wall of molten lava!!

187 INT. ATLANTIS

187

Back underworld, the situation in Atlantis is desperate! The city has decayed beyond recognition! The rivers of lava surrounding the sea have risen and threaten to engulf the city!!

Shouts of alarm suddenly ring out! And there, flying out of the darkness comes Milo and his armada! Milo cuts a dashing figure -- sword in hand, Plato on his shoulder, the crystallized Princess at his side!! CHEERS go up throughout the city!

188 INT. TEMPLE

188

The Princess is carried into the central chamber and the shroud removed!

MILO  
Everyone out! Now!

Everyone backs out of the chamber! Milo stands in the doorway, watching expectantly! But nothing happens! The Princess remains crystallized!

VINNY  
Why isn't she-

MILO  
I don't know!

189 INT. ATLANTIS 189  
 Meanwhile, the lava is surging dangerously close to the city! Gigantic mountains of steam are produced as it comes in contact with the sea!!

190 INT. TEMPLE 190  
 The Princess remains in her crystalline state! Milo marches back into the chamber and stands before his love.

MILO  
 (frustrated)  
 C'mon, Serena! Help me! What do I  
 have to do??

Milo suddenly flashes back to the brief kiss that he and the Princess shared, to the 'glow' that was produced between them. Throwing caution to the wind, Milo steps forward, wraps his arms around the crystal Princess and kisses her full on the mouth!

AUDREY  
 (horrificed)  
 Milo!

VINNY  
 No!

But Milo isn't crystallized. Instead, a wonderful, magical thing occurs -- the crystals sweep out of the Princess's body and return to their proper place!! They glow stronger than ever before, bathing Milo and the Princess in the most beautiful, indescribable light!

191 INT. ATLANTIS 191  
 Immediately, the magic and wonder of Atlantis is restored! And remarkably, to the way it was before the Great Flood! The Atlanteans stare in wonder at a city never before seen or imagined!

The lava begins to subside! Disaster is averted as once again, Atlantis comes under the influence of the 'living' crystals...

192 INT. TEMPLE 192  
 The Princess's eyes flutter open! Milo begins to pull away but she holds him close and they continue kissing! Outside, Vinny watches alongside Audrey--

(CONTINUED)

VINNY

Now that's amore...

Audrey sighs. When Vinny tries to sneak a kiss she throws a left hook! Vinny dodges and lays one on her! And for the first time, she doesn't resist...

MOVE BACK down the Hall of Kings to see that all the former rulers of Atlantis have returned to their crystalline states. MOVE IN CLOSE to reveal King Solon lying peacefully in his place of rest...

DISSOLVE TO:

193 INT. ATLANTIS (CITY CENTER) - LATER

193

The Atlanteans have crowded into the city center. A ceremony is in progress. The Queen is awarding each of the explorers a medal of bravery. Sweet is there, his arm in a sling. Milo is last. He leans forward and Serena places the medal around his neck. A ROUSING CHEER goes up from the Atlanteans!

SWEET

I guess there's nothing left to say  
but goodbye.

Milo turns to Sweet and the others.

MILO

Funny. That's what I was about to  
say...

Milo takes Serena's hand. The others look amongst themselves in disbelief! Except for Sweet.

SWEET

You're staying.

Milo nods.

AUDREY

What about your work?

WILLY

-Fame and fortune??

VINNY

-Respect?

Sweet smiles at Milo.

(CONTINUED)

SWEET

I have a feeling everything he needs  
is right here.

Milo hugs his friend. Several Atlanteans lug a chest forward  
and set it down in front of the explorers. Willy opens the  
lid. The inside is filled with fabulous treasure!! The  
others crowd forward to gawk!

QUEEN SERENA

In exchange for your eternal silence.

The explorers look amongst themselves.

SWEET

We can deal with that.

The treasure chest is loaded onto one of the 'skimmers'.  
Sweet and the others climb aboard. Milo steps up beside  
them—

MILO

Take care, my friends.

They smile and nod. Suddenly—

AUDREY

Hey! Where's Cookie??

Everyone looks around!

COOKIE (OS)

Right over here, young lady!

The crowd parts! Cookie comes forward, each arm wrapped  
around an Atlantean beauty!!

COOKIE

Think I'll camp here a spell. Open up  
my own kitchen. Whadaya say, ladies?  
How'd you like to come work for ol'  
Cookie?

The women giggle and stroke his whiskers! Everyone laughs!

QUICK CUT:

piloted by the 'shredders' soar up and away from Atlantis,  
carrying the explorers back to the surface!

(CONTINUED)

194 CONTINUED:

194

Milo, Serena and the Atlanteans wave farewell! Milo turns to Serena. Plato pops up out of his pocket! Serena laughs! Milo takes the Queen in his arms and kisses her while all around them the Atlanteans CHEER!!

## EPILOGUE

195 EXT. DUSTY MIDWESTERN STREET - DAY

195

A FRECKLED KID riding a homemade scooter suddenly skids to a stop! Just ahead, a manhole cover is upended and six dirt-covered strange characters wearing medals around their necks emerge from the ground hauling a large chest!! The kid gawks as one of them kicks the manhole cover back in place!

VINNY

Hey kid! What town is this?

FRECKLED KID

Topeka.

VINNY

Kansas! How 'bout that!

SWEET

Which way to the rail station, son?

The kid points ahead down the street.

AUDREY

Thanks!

The motley crew of explorers walks away, lugging the chest!

VINNY

I don't know about you guys, but this thing is gettin' heavy!

The kid watches them go, notices a book lying beside the manhole cover. He rolls ahead and picks it up.

FRECKLED KID

Hey! You dropped a book!

WILLY

Keep it, kid! We can afford the entire library!

The explorers laugh and continue on their way. The kid looks at the dusty old book.

(CONTINUED)

He swipes his hand across the cover, uncovering a familiar symbol -- the inverted V with the dot in the center!  
Suddenly-

WOMAN'S VOICE (OS)

Adam!

The boy continues staring at the journal.

WOMAN'S VOICE (OS) (cont'd)

(impatient)

Adam Murphy!

The boy looks at his mother standing in the front yard of a house down the block.

BOY'S MOTHER

Supper's ready! Get washed up!

FRECKLED KID

Comin', Ma!

The boy tucks the Shepherd's Journal into the back pocket of his overalls and pushes his scooter toward home...

HOLD WIDE.

**THE END?**